

EXHIBIT B1

Invoices (part 1)

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394911
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from December 1, 2016 through December 31, 2016

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 40,345.39

Remittance Copy

Please include this page with payment

Invoice No: 50394911

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50394911

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

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bakerlockbox@bakerlaw.com

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Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from December 1, 2016 through December 31, 2016

Fees \$ 34,864.50

Expenses and Other Charges

Electronic Court Fees (E112)	246.40
Airfare/Trainfare (E110)	2,736.60
Lodging (E110)	444.54
Meals while Traveling (E110)	39.86
Ground Transportation Out of Town (E110)	454.18
Business Meals, etc. (E111)	211.66
Copier / Duplication (E101)	623.10
Postage (E108)	583.34
Automated Research (E106)	63.36
Miscellaneous (E124)	77.85

Total Expenses \$ 5,480.89

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 40,345.39

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Brown, David K.	3.20	\$ 605.00	\$ 1,936.00
Cohen Dennis O	0.30	620.00	186.00
Goodman Eric R	8.20	505.00	4,141.00
Green Elizabeth A.	21.40	625.00	13,375.00
Parrish Jimmy D.	1.20	525.00	630.00
Rose Jorian L.	10.10	730.00	7,373.00
Esmont Joseph M.	11.60	335.00	3,886.00
Paschall, Toni H.	2.50	525.00	1,312.50
Lane Deanna L	8.10	250.00	2,025.00
Total	66.60	\$	34,864.50

Date	Name	Description	Hours	Amount
12/20/16	Esmont Joseph M.	Finalize bonus motion.	2.50	837.50
12/21/16	Brown, David K.	Prepare SEC filings.	3.20	1,936.00
12/21/16	Esmont Joseph M.	Comment upon remaining first day motions.	1.40	469.00
12/21/16	Goodman Eric R	Edit and finalize cash management motion.	0.50	252.50
12/21/16	Goodman Eric R	Edit and finalize insurance motion.	0.50	252.50
12/21/16	Goodman Eric R	Edit and finalize utilities motion.	0.50	252.50
12/21/16	Goodman Eric R	Edit and finalize joint administration motion.	0.40	202.00
12/21/16	Goodman Eric R	Edit and finalize first day declaration.	0.50	252.50
12/21/16	Goodman Eric R	Edit and revise incentive plan motion and communications with Ms. Esmont regarding the same.	1.00	505.00
12/21/16	Green Elizabeth A.	Review issues regarding 8k.	0.70	437.50

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Date	Name	Description	Hours	Amount
12/21/16	Green Elizabeth A.	Review and revise first day motions.	2.80	1,750.00
12/21/16	Lane Deanna L	Assisting Mr. Goodman and Ms. Jones with the finalizing, filing and serving of seven first day motions and related notice of hearing	3.20	800.00
12/21/16	Lane Deanna L	Preparing a combined creditor matrix from all seven creditor matrices for Mr. Goodman to include as service list for first day motions	0.80	200.00
12/21/16	Parrish Jimmy D.	Talk with Mr. Beskow regarding first day pleadings.	0.10	52.50
12/21/16	Parrish Jimmy D.	Talk with Mr Guso regarding first day pleadings.	0.50	262.50
12/21/16	Parrish Jimmy D.	Talk with Mr. Pope regarding motion to approve World Fuel PSA.	0.20	105.00
12/21/16	Parrish Jimmy D.	Review first day issues.	0.40	210.00
12/21/16	Paschall, Toni H.	Call with Mr.Esmont; meeting with Mr. Brown; prepare and revise Form 8-K.	2.50	1,312.50
12/22/16	Esmont Joseph M.	Review and comment upon 8-K announcing bankruptcy.	1.70	569.50
12/22/16	Green Elizabeth A.	Telephone call with Alan Pope regarding issues related to status.	0.40	250.00
12/22/16	Lane Deanna L	Preparing amended petition statements for the three filing entities that do not have tax id numbers, securing client signature on same	0.50	125.00
12/22/16	Lane Deanna L	Drafting email w/attachments to Mr. Beskow and Mr. Hagen regarding U.S. Trustee Reporting Requirements, the Initial Debtor Interview and Initial Financial Report; securing publicly available SEC filings for Initial Financial Report; preparation of Initial Debtor Interview binders for all seven entities	2.00	500.00

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Date	Name	Description	Hours	Amount
12/23/16	Cohen Dennis O	Update with team regarding bankruptcy filing and notification to opposing counsel.	0.30	186.00
12/23/16	Lane Deanna L	Continuation of the preparing of initial debtor interview and initial financial report binders for seven filing entities	1.60	400.00
12/27/16	Goodman Eric R	Draft email to Mr. McGrath regarding employee wage motion.	0.30	151.50
12/27/16	Goodman Eric R	Edit and revise proposed order for employee wage motion.	0.80	404.00
12/27/16	Goodman Eric R	Edit and revise proposed order granting joint administration motion.	0.40	202.00
12/27/16	Goodman Eric R	Draft witness notice and draft email to Mr. McGrath regarding the same.	0.40	202.00
12/27/16	Green Elizabeth A.	Review issues regarding Richards testimony.	0.70	437.50
12/28/16	Esmont Joseph M.	Analyze U.S. Trustee's objections and draft summary for use by Ms. Green at hearing.	2.20	737.00
12/28/16	Esmont Joseph M.	Review law regarding U.S. Trustee's objections.	0.70	234.50
12/28/16	Esmont Joseph M.	Gather facts to determine validity of arguments made by United States Trustee.	2.40	804.00
12/28/16	Esmont Joseph M.	Review objections filed by United States Trustee to First Day Motions.	0.70	234.50
12/28/16	Goodman Eric R	Telephone call with Mr. Esmont regarding UST's objections to bonus motion.	0.20	101.00
12/28/16	Goodman Eric R	Draft and edit proposed orders for first day motions and draft email to local counsel regarding the same.	0.80	404.00
12/28/16	Goodman Eric R	Review UST objections to first day motion.	0.50	252.50
12/28/16	Goodman Eric R	Telephone call with Ms. Green regarding UST objections and related matters.	0.40	202.00
12/28/16	Goodman Eric R	Communications with Mr. McGrath	0.30	151.50

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HoustonChicago
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Date	Name	Description	Hours	Amount
		regarding UST objections to first day motions.		
12/28/16	Green Elizabeth A.	Telephone call with Jordi Guso regarding hearing.	0.50	312.50
12/28/16	Green Elizabeth A.	Telephone call with Mike McGrath regarding first day issues.	0.40	250.00
12/28/16	Green Elizabeth A.	Review and prepare for all first day hearings.	1.90	1,187.50
12/28/16	Green Elizabeth A.	Meeting with Geoff Richards regarding testimony.	1.00	625.00
12/28/16	Green Elizabeth A.	Meeting with Marty Beskow regarding testimony.	1.20	750.00
12/28/16	Green Elizabeth A.	Telephone call with Mike McGrath regarding US Trustee objections.	0.60	375.00
12/28/16	Green Elizabeth A.	Prepare outline of Marty Beskow's testimony.	0.80	500.00
12/28/16	Green Elizabeth A.	Prepare outline for first day hearings.	0.90	562.50
12/28/16	Green Elizabeth A.	Review cash management motion for hearing.	0.30	187.50
12/28/16	Green Elizabeth A.	Review utilities motion for hearing.	0.30	187.50
12/28/16	Green Elizabeth A.	Review Wage Motion for hearing.	0.40	250.00
12/28/16	Rose Jorian L.	Review testimony for Mr. Beskow regarding first day hearings.	0.70	511.00
12/28/16	Rose Jorian L.	Review objections from United States Trustee.	0.80	584.00
12/28/16	Rose Jorian L.	Meeting with Mr. Beskow to prepare for hearing on first day motions.	1.70	1,241.00
12/29/16	Goodman Eric R	Review Holdings petition and schedule of equity holders.	0.20	101.00
12/29/16	Green Elizabeth A.	Emails to Tom Pratt and Anna Phillips regarding process.	0.20	125.00

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Date	Name	Description	Hours	Amount
12/29/16	Green Elizabeth A.	Review issues regarding next steps for process.	0.60	375.00
12/29/16	Green Elizabeth A.	Review and revise orders.	0.40	250.00
12/29/16	Green Elizabeth A.	Attend first day hearings.	2.50	1,562.50
12/29/16	Green Elizabeth A.	Prepare for hearings with Mike McGrath.	1.20	750.00
12/29/16	Green Elizabeth A.	Prepare for first day hearings.	0.90	562.50
12/29/16	Green Elizabeth A.	Prepare responses to the objections.	1.10	687.50
12/29/16	Green Elizabeth A.	Telephone call with Steve Gruendel regarding hearing issues.	0.50	312.50
12/29/16	Green Elizabeth A.	Prepare for hearings with Geoff Richards.	0.90	562.50
12/29/16	Rose Jorian L.	Email correspondence with Mr. McGrath regarding first day orders.	0.40	292.00
12/29/16	Rose Jorian L.	Email correspondence with counsel for World Fuel Services regarding first day hearings.	0.50	365.00
12/29/16	Rose Jorian L.	Email update to Board of Directors updating them on hearing.	0.20	146.00
12/29/16	Rose Jorian L.	Attend first day hearings and meet with United States Trustee prior to hearing.	3.80	2,774.00
12/29/16	Rose Jorian L.	Meet with Messrs. Beskow, Richards, McGrath and Ms. Green prior to first day hearings.	0.70	511.00
12/30/16	Goodman Eric R	Telephone call with Mr. Rose regarding first day hearing and related matters.	0.40	202.00
12/30/16	Goodman Eric R	Communications with Ms. Green regarding service of notices for sale and final DIP hearing.	0.10	50.50
12/30/16	Green Elizabeth A.	Review additional list of notices for hearing on 1/17/17.	0.20	125.00
12/30/16	Rose Jorian L.	Review orders entered from first day	0.70	511.00

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Date	Name	Description	Hours	Amount
		hearings and sale order dates.		
12/30/16	Rose Jorian L.	Telephone conferences with Messrs. Ferreira and Goodman regarding first day hearings.	0.60	438.00
Total			66.60	34,864.50

Expenses and Other Charges

12/21/16	Postage	12.80
12/21/16	Postage	12.80
12/21/16	Postage	11.35
12/21/16	Postage	9.45
12/21/16	Postage	12.80
12/21/16	Postage	7.75
12/21/16	Postage	9.45
12/21/16	Postage	7.75
12/21/16	Postage	11.35
12/21/16	Postage	9.45
12/21/16	Postage	11.35
12/21/16	Postage	10.25
12/21/16	Postage	9.45
12/21/16	Postage	9.45
12/21/16	Postage	9.45
12/21/16	Postage	9.45
12/21/16	Postage	11.35
12/21/16	Postage	10.25
12/21/16	Postage	7.75
12/21/16	Postage	10.25
12/21/16	Postage	9.45
12/21/16	Postage	10.25
12/21/16	Postage	10.25
12/21/16	Postage	10.25
12/21/16	Postage	10.25
12/21/16	Postage	9.75

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12/21/16	Postage	11.35
12/21/16	Postage	10.25
12/21/16	Postage	12.40
12/21/16	Postage	7.15
12/21/16	Postage	9.45
12/21/16	Postage	10.25
12/21/16	Postage	9.45
12/21/16	Postage	12.40
12/21/16	Postage	11.35
12/21/16	Postage	12.40
12/21/16	Postage	10.25
12/21/16	Postage	12.80
12/21/16	Postage	9.45
12/21/16	Postage	10.25
12/21/16	Postage	9.45
12/21/16	Postage	10.25
12/21/16	Postage	10.25
12/21/16	Postage	11.35
12/21/16	Postage	10.25
12/21/16	Postage	10.25
12/21/16	Postage	9.45
12/21/16	Postage	12.40
12/21/16	Postage	10.25
12/21/16	Postage	9.45
12/22/16	Postage	66.64

Subtotal - Postage (E108) 583.34

12/21/16	2173	217.30
12/22/16	1377	137.70
12/23/16	12 Copies	1.20
12/23/16	328 Copies	32.80
12/23/16	125 Copies	12.50
12/23/16	1000	100.00

12/23/16	1216 Copies	121.60
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Subtotal - Copier / Duplication (E101)	623.10
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12/31/16	PACER 98445.7	9.40
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12/31/16	PACER DAKOTA.PLAINS	13.80
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12/31/16	PACER 98445.13	2.30
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12/31/16	PACER DAKOTA	5.00
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12/31/16	PACER 98445.8	6.80
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12/31/16	PACER 98445.8	3.90
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12/31/16	PACER 0	68.30
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12/31/16	PACER DAKOTA	31.70
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12/31/16	PACER 98445.7	0.30
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12/31/16	PACER DAKOTA.PLAINS	104.90
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Subtotal - Electronic Court Fees (E112)	246.40
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12/08/16	Westlaw Research - 12/08/16 by MANZOIAN MICHELLE	15.84
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12/08/16	Westlaw Research - 12/08/16 by PARRISH JIMMY	7.92
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12/09/16	Westlaw Research - 12/09/16 by MANZOIAN MICHELLE	7.92
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12/12/16	Westlaw Research - 12/12/16 by GOODMAN ERIC	23.76
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12/16/16	Westlaw Research - 12/16/16 by PARRISH JIMMY	7.92
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Subtotal - Automated Research (E106)	63.36
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12/20/16	Airfare/Trainfare (E110) Airfare; Elizabeth Green; DELTA AIR LINES ATLANTA US; Travel to Minneapolis, MN to attend 1st Day Motion Hearing in the bankruptcy case of Dakota Plains Holdings, LLC, et al. from 12.28.16 to 12.29.16.;	930.20
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12/22/16	Airfare/Trainfare (E110) Airfare; Elizabeth Green; DELTA AIR LINES ATLANTA US; Travel to Minneapolis, MN to attend hearings in Dakota Plains Holdings bankruptcy case from 1.16.17 to 1.17.17.;	532.20
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12/28/16	Airfare/Trainfare (E110) Airfare; Jorian Rose; UNITED AIRLINES HOUSTON TX; Flight expenses to/from Minneapolis, Minnesota for hearing. (Dates of travel are December 28, 2016 to December 29, 2016);	1,006.20
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12/29/16	Airfare/Trainfare (E110) Airfare; Jorian Rose; UNITED AIRLINES HOUSTON TX; Flight change fee for flight from Minneapolis, MN for hearing. (Dates of travel are Dec. 28 to Dec. 29, 2016);	557.00
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12/29/16	Airfare; Jorian Rose; UNITED AIRLINES NEWARK NJ; Credit for previous flight that was taken and reimbursed. (Dates of travel are Dec. 28 to Dec. 29, 2016);	(289.00)
Subtotal - Airfare/Trainfare (E110)		2,736.60
10/31/16	Miscellaneous (E124) COURTALENT.COM INC Christina Belanger Oct 2016; Inv. 235177-1610	29.94
11/30/16	Miscellaneous (E124) COURTALENT.COM INC Christina Belanger Nov 2016; Inv. 235177-1611	23.96
12/31/16	Miscellaneous (E124) COURTALENT.COM INC Christina Belanger Dec 2017; Inv. 235177-1612	23.95
Subtotal - Miscellaneous (E124)		77.85
12/28/16	Ground Transportation Out of Town (E110) Taxi/Car Service; Elizabeth Green; Taxi/Car service to/from residence/Orlando International Airport to attend 1st Day Motion Hearing in the bankruptcy case of Dakota Plains Holdings, LLC, et al. in Minneapolis, MN from 12/28/19 to 12/29/16.; Dec 28, 2016;	216.00
12/28/16	Ground Transportation Out of Town (E110) Taxi/Car Service; Jorian Rose; Taxi expense to Newark Airport for flight to Minneapolis, Minnesota for hearing. (Dates of travel are December 28, 2016 to December 29, 2016); Dec 28, 2016;	78.88
12/28/16	Taxi/Car Service; Jorian Rose; Taxi expense from airport to hotel to prepare for hearing. (Dates of travel are December 28, 2016 to December 29, 2016); Dec 28, 2016;	23.66
12/29/16	Taxi/Car Service; Jorian Rose; Taxi expense to airport from hearing. (Dates of travel are December 28, 2016 to December 29, 2016); Dec 29, 2016;	33.56
12/29/16	Taxi/Car Service; Jorian Rose; Taxi expense from airport to home from trip to Minneapolis, Minnesota for hearing. (Dates of travel are December 28, 2016 to December 29, 2016); Dec 29, 2016;	102.08
Subtotal - Ground Transportation Out of Town (E110)		454.18

12/29/16	Lodging (E110) Lodging; Elizabeth Green; Lodging while traveling to Minneapolis, MN to attend 1st Day Motion Hearing in the bankruptcy case of Dakota Plains Holdings, LLC, et al. from 12.28.16 to 12.29.16.; Dec 29, 2016	222.27
12/29/16	Lodging (E110) Lodging; Jorian Rose; Hotel expense during trip to Minneapolis, Minnesota for hearing. (Dates of travel are December 28, 2016 to December 29, 2016); Dec 29, 2016	222.27
Subtotal - Lodging (E110)		444.54
12/28/16	Business Meals, etc. (E111) Dinner; Elizabeth Green, Geoff Richards, Jorian Rose and Marty Beskow; Travel to Minneapolis, MN to attend 1st Day Motion Hearing in the bankruptcy case of Dakota Plains Holdings, LLC, et al. from 12.28.16 to 12.29.16.; Dec 28, 2016;	211.66
Subtotal - Business Meals, etc. (E111)		211.66
12/28/16	Meals while Traveling (E110) Lunch; Jorian Rose; Lunch meal expense during trip to Minneapolis, Minnesota for hearing. (Dates of travel are December 28, 2016 to December 29, 2016); Dec 28, 2016;	14.26
12/29/16	Lunch; Jorian Rose; Lunch meal expense during trip to Minneapolis, Minnesota for hearing. (Dates of travel are December 28, 2016 to December 29, 2016); Dec 29, 2016;	25.60
Subtotal - Meals while Traveling (E110)		39.86
Total		\$ 5,480.89

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394922
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 81,386.65

Remittance Copy

Please include this page with payment

Invoice No: 50394922

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50394922

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

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Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from January 1, 2017 through January 31, 2017

Fees \$ 73,103.00

Expenses and Other Charges

Miscellaneous (E124)	29.94
Postage (E108)	115.12
Transcripts (E116)	490.20
Business Meals, etc. (E111)	390.74
Fax (E104)	135.00
Automated Research (E106)	81.52
Ground Transportation Out of Town (E110)	903.79
Airfare/Trainfare (E110)	3,683.70
Meals while Traveling (E110)	130.61
Lodging (E110)	1,448.93
Copier / Duplication (E101)	666.70
Delivery Services (E107)	207.40

Total Expenses \$ 8,283.65

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 81,386.65

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Name	Hours	Rate	Amount
Brown, David K.	0.90	\$ 625.00	\$ 562.50
Cohen Dennis O	0.70	640.00	448.00
Goodman Eric R	5.90	530.00	3,127.00
Green Elizabeth A.	21.10	650.00	13,715.00
Parrish Jimmy D.	48.40	540.00	26,136.00
Rose Jorian L.	20.40	755.00	15,402.00
Esmont Joseph M.	14.00	355.00	4,970.00
Layden Andrew V.	3.00	340.00	1,020.00
Ozturk Ferve E.	0.60	530.00	318.00
Allen Brian F.	1.50	570.00	855.00
Paschall, Toni H.	5.10	545.00	2,779.50
Lane Deanna L	14.50	260.00	3,770.00
Total	136.10	\$	73,103.00

Date	Name	Description	Hours	Amount
01/03/17	Cohen Dennis O	Attention to suggestion of bankruptcy in civil case and emails with opposing counsel regarding same.	0.20	128.00
01/03/17	Goodman Eric R	Communications with Orlando office regarding service of notices.	0.20	106.00
01/03/17	Goodman Eric R	Edit and finalized contract notice and communications regarding the same.	0.70	371.00
01/03/17	Goodman Eric R	Communications with Ms. Lane regarding service of notices and certificate of service for the same.	0.50	265.00
01/03/17	Goodman Eric R	Communications with local counsel regarding service of notices.	0.30	159.00

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Date	Name	Description	Hours	Amount
01/03/17	Goodman Eric R	Draft and edit notice of continued hearing on motion to approve incentive plan.	0.80	424.00
01/03/17	Goodman Eric R	Communications with Mr. Rose regarding contract notice and related matters.	0.10	53.00
01/03/17	Lane Deanna L	Preparing master service from all 7 cases; preparing service list for noticing various motions recently ruled upon; editing and filing Notices; serving same; serving various orders recently entered; initial preparation of IDI binders for 7 clients	6.00	1,560.00
01/03/17	Parrish Jimmy D.	Review issues regarding rail car leases.	0.80	432.00
01/03/17	Parrish Jimmy D.	Talk with Mr. Guso regarding rail car leases.	0.40	216.00
01/03/17	Parrish Jimmy D.	Review IDI disclosures.	0.60	324.00
01/03/17	Rose Jorian L.	Email correspondence and telephone conferences with Mr. McGrath and Ms. Lane regarding initial debtor interview.	0.60	453.00
01/03/17	Rose Jorian L.	Review notice of assumption and assignment per question of Ms. Lane for distribution.	0.70	528.50
01/04/17	Allen Brian F.	Prepare suggestion of bankruptcy, send to Mr. Cohen for review.	0.50	285.00
01/04/17	Cohen Dennis O	Finalization of suggestion of bankruptcy for case before Judge Koeltl.	0.20	128.00
01/04/17	Green Elizabeth A.	Review issues regarding documents for IDI and delivery to Trustee.	0.60	390.00
01/04/17	Lane Deanna L	Receipt and review of Initial Financial Report from client; receipt of documentation for IDI binders; completion of 7 IDI binders; sending IDI binders to U.S. Trustee; correspondence with US Trustee and client regarding the scheduling of the IDI meeting	4.60	1,196.00
01/04/17	Parrish Jimmy D.	Review issues regarding KERP and KEIP hearing testimony.	0.50	270.00

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HoustonChicago
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New YorkCleveland
OrlandoColumbus
PhiladelphiaCosta Mesa
SeattleDenver
Washington, DC

Date	Name	Description	Hours	Amount
01/04/17	Parrish Jimmy D.	Review and revise IDI disclosures.	2.50	1,350.00
01/04/17	Rose Jorian L.	Email correspondence and telephone conference with Mr. Beskow and directors regarding upcoming hearings.	0.40	302.00
01/04/17	Rose Jorian L.	Email correspondence and telephone conferences with Mr. McGrath regarding debtors initial interview.	0.40	302.00
01/05/17	Cohen Dennis O	Filing of suggestion of bankruptcy; email with opposing counsel and preparation of second filing of suggestion of bankruptcy.	0.30	192.00
01/05/17	Esmont Joseph M.	Review objections to Bonus motion.	0.50	177.50
01/05/17	Goodman Eric R	Communications with Mr. Esmont regarding incentive plan motion.	0.10	53.00
01/05/17	Goodman Eric R	Edit and revise officer certificate for subsidiary guarantors and communications with client and counsel for SunTrust regarding the same.	0.70	371.00
01/05/17	Goodman Eric R	Telephone call with Mr. Rose regarding insurance issues.	0.20	106.00
01/05/17	Rose Jorian L.	Conference call with Mr. Beskow regarding questions on payments and general chapter 11 issues.	0.70	528.50
01/06/17	Green Elizabeth A.	Review documents sent to U.S. Trustee for IDI.	0.90	585.00
01/06/17	Parrish Jimmy D.	Talk with Mr. Gusso regarding rail car leases.	0.10	54.00
01/09/17	Allen Brian F.	Confer with Mr. Cohen, prepare for preliminary hearing in the above action.	1.00	570.00
01/09/17	Goodman Eric R	Communications with Mr. Beskow regarding section 341 meeting.	0.10	53.00
01/09/17	Paschall, Toni H.	Review requirements and process for Exchange Act filings during bankruptcy.	3.50	1,907.50
01/10/17	Esmont Joseph M.	Outline response to US Trustee's objection	2.50	887.50

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Date	Name	Description	Hours	Amount
		to bonus motion.		
01/10/17	Esmont Joseph M.	Outline individual ordinary course motions.	1.50	532.50
01/10/17	Green Elizabeth A.	Conference with Mike McGrath regarding status of various motions.	0.50	325.00
01/10/17	Parrish Jimmy D.	Review UST objections to KERP and KEIP plans.	0.80	432.00
01/10/17	Parrish Jimmy D.	Talk with Ms. Phillips regarding KERP and KEIP Plans.	0.10	54.00
01/10/17	Rose Jorian L.	Telephone conferences to Ms. Green and Mr. McGrath regarding responses to objections to various motions.	0.60	453.00
01/11/17	Goodman Eric R	Communications regarding Wells Fargo accounts and cash management motion and order.	0.40	212.00
01/11/17	Parrish Jimmy D.	Talk with Ms. Phillips regarding Dakota testimony.	0.20	108.00
01/11/17	Parrish Jimmy D.	Review evidence for Dakota Plains hearing.	0.60	324.00
01/11/17	Rose Jorian L.	Telephone conferences with independent directors regarding testimony at hearing.	0.40	302.00
01/11/17	Rose Jorian L.	Email correspondence and telephone conferences with Messrs. Beskow and Goodman regarding credit card program and termination.	0.70	528.50
01/12/17	Esmont Joseph M.	Confer with Mr. Ravich regarding local rules to responses.	0.50	177.50
01/12/17	Goodman Eric R	Review and respond to email to Mr. Beskow regarding utility procedures.	0.30	159.00
01/12/17	Green Elizabeth A.	Conference with David Brown regarding sublease.	0.50	325.00
01/12/17	Green Elizabeth A.	Review incentive bonus case law.	0.70	455.00
01/12/17	Green Elizabeth A.	Review issues regarding declarations.	0.80	520.00

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Date	Name	Description	Hours	Amount
01/12/17	Green Elizabeth A.	Review incentive plan evidence issues.	0.90	585.00
01/12/17	Parrish Jimmy D.	Talk with Ms. Phillips regarding Dakota testimony.	0.60	324.00
01/12/17	Parrish Jimmy D.	Review contested issues for Dakota hearing.	1.00	540.00
01/12/17	Parrish Jimmy D.	Review settlement alternatives related to KEIP and KERP requests.	0.40	216.00
01/12/17	Parrish Jimmy D.	Talk with Mr Fadlovich regarding KERP and KEIP plans.	0.20	108.00
01/13/17	Esmont Joseph M.	Draft response to objection to bonus motion.	3.50	1,242.50
01/13/17	Esmont Joseph M.	Review law related to bonus motion.	1.00	355.00
01/13/17	Green Elizabeth A.	Review response to objection to bonuses.	0.40	260.00
01/13/17	Green Elizabeth A.	Review issues regarding exhibits for hearing.	0.70	455.00
01/13/17	Green Elizabeth A.	Review witness list.	0.10	65.00
01/13/17	Ozturk Ferve E.	Prepare suggestion of bankruptcy.	0.50	265.00
01/13/17	Parrish Jimmy D.	Review KERP and KEIP testimony alternatives.	1.50	810.00
01/13/17	Parrish Jimmy D.	Review Beskow declaration in support of first day motions.	0.70	378.00
01/13/17	Parrish Jimmy D.	Talk with Mr. Beskow and Mr. Claypool regarding KEIP and KERP testimony.	1.10	594.00
01/13/17	Parrish Jimmy D.	Talk with Mr. Pope regarding KEIP and KERP motion.	0.70	378.00
01/13/17	Rose Jorian L.	Email correspondence with Ms. Ozturk and review suggestion of bankruptcy in class action matter in New York.	0.60	453.00
01/14/17	Rose Jorian L.	Review and file suggestion of bankruptcy in class action matter	0.80	604.00

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Date	Name	Description	Hours	Amount
01/16/17	Goodman Eric R	Edit proposed orders and communications with Mr. Esmont regarding the incentive plan motion.	0.10	53.00
01/16/17	Goodman Eric R	Communications regarding incentive plan motion.	0.20	106.00
01/16/17	Green Elizabeth A.	Review Canaccord process for hearing and testimony of Geoff Richards.	0.60	390.00
01/16/17	Green Elizabeth A.	Emails with Jeff Richards regarding hearing.	0.10	65.00
01/16/17	Green Elizabeth A.	Review exhibits for hearing with Jim Thornton.	0.50	325.00
01/16/17	Green Elizabeth A.	Meeting with Jim Thornton in preparation for WFS hearing.	1.10	715.00
01/16/17	Parrish Jimmy D.	Talk with Ms. Phillips regarding testimony on incentive bonus motion.	0.60	324.00
01/16/17	Parrish Jimmy D.	Review evidence for incentive bonus motion.	1.30	702.00
01/16/17	Parrish Jimmy D.	Review incentive bonus motion and objection.	1.20	648.00
01/16/17	Parrish Jimmy D.	Meet with Mr. Beskow, Mr. Claypool, and Mr. Thornton regarding January 17 hearings on incentive motion, professional applications and DIP and Cash Collateral approval.	5.00	2,700.00
01/16/17	Rose Jorian L.	Meet with Company to prepare for hearings on January 17, 2017.	5.80	4,379.00
01/17/17	Green Elizabeth A.	Meeting with Marty Beskow and Gabe Claypool regarding case status.	0.40	260.00
01/17/17	Green Elizabeth A.	Meeting with Gabe Claypool and Marty Beskow regarding IDI (Initial Debtor Interview).	0.30	195.00
01/17/17	Green Elizabeth A.	Attend hearing on DIP, WFS, applications to employ and incentive bonus.	5.00	3,250.00

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Date	Name	Description	Hours	Amount
01/17/17	Green Elizabeth A.	Meeting with Marty Beskow, Anna Phillips and Gabe Claypool regarding hearings on DIP, incentive bonus and WFS.	2.00	1,300.00
01/17/17	Green Elizabeth A.	Prepare for hearings on DIP and WFS outline argument.	0.80	520.00
01/17/17	Ozturk Ferve E.	Review affidavit of service for suggestion of bankruptcy.	0.10	53.00
01/17/17	Parrish Jimmy D.	Prepare for hearing on Employee incentive bonus motion.	1.50	810.00
01/17/17	Parrish Jimmy D.	Attend hearing on employee incentive motion, Canaccord retention application, World Fuel Services PSA, and Cash Collateral.	4.00	2,160.00
01/17/17	Parrish Jimmy D.	Meet with Mr. Beskow, Mr. Claypool, and Mr. Thornton regarding January 17 hearing on incentive bonus motion, canaccord retention, world fuel PSA, and other matters.	0.70	378.00
01/17/17	Parrish Jimmy D.	Meet with Ms. Phillips regarding testimony for incentive motion.	0.60	324.00
01/17/17	Parrish Jimmy D.	Meet with Mr. Claypool regarding testimony for incentive bonus motion.	1.00	540.00
01/17/17	Rose Jorian L.	Meeting with Debtors' management offer continued first day hearing.	1.20	906.00
01/17/17	Rose Jorian L.	Attend hearings for Debtors continued first day hearings, DIP, employee and retention motions.	4.30	3,246.50
01/17/17	Rose Jorian L.	Prepare witnesses prior to hearings on January 17, 2017.	1.30	981.50
01/18/17	Lane Deanna L	Preparing for and attend the IDI Meeting conference call	1.00	260.00
01/18/17	Parrish Jimmy D.	Research issues regarding application of Section 503 (c).	2.20	1,188.00
01/18/17	Parrish Jimmy D.	Talk with Ms. Nordstrom regarding hearing	0.20	108.00

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Date	Name	Description	Hours	Amount
		to announce Court ruling on incentive bonus motion.		
01/18/17	Parrish Jimmy D.	Talk with Mr. Pope and Mr. Mathless regarding incentive bonus caselaw.	0.20	108.00
01/18/17	Parrish Jimmy D.	Attend initial debtor interview.	0.80	432.00
01/18/17	Parrish Jimmy D.	Review IDI binders for initial debtor interview.	0.90	486.00
01/18/17	Rose Jorian L.	Telephone conferences with Mr. Claypool regarding insurance issues and Canadian Pacific.	0.40	302.00
01/19/17	Esmont Joseph M.	Draft Thornton Declaration.	2.40	852.00
01/19/17	Esmont Joseph M.	Review written outline from Ms. Green regarding Thornton Declaration.	0.40	142.00
01/19/17	Layden Andrew V.	Finalize Debtors' Brief in Support of Motion to Approve Incentive Program.	0.50	170.00
01/19/17	Layden Andrew V.	Research case law in support of key employee incentive programs for inclusion in Debtors' Brief in Support of Motion to Approve Incentive Program.	1.70	578.00
01/19/17	Layden Andrew V.	Research applicable Eighth Circuit case law on key employee incentive programs.	0.80	272.00
01/19/17	Parrish Jimmy D.	Draft and revise post trial brief in connection with Employee Incentive motion.	5.40	2,916.00
01/19/17	Parrish Jimmy D.	Research issues regarding standard to apply 11 U.S.C. 503(c), interplay of gifting theories and 503(c).	3.20	1,728.00
01/19/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding incentive bonus motion and post trial brief.	0.20	108.00
01/20/17	Goodman Eric R	Communications regarding proposed order for incentive plan motion.	0.30	159.00
01/20/17	Green Elizabeth A.	Review wage issue.	0.20	130.00

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Date	Name	Description	Hours	Amount
01/20/17	Green Elizabeth A.	Review monthly operating reports.	0.80	520.00
01/20/17	Green Elizabeth A.	Update call with board and directors.	0.70	455.00
01/20/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding Dakota MORs.	0.30	162.00
01/20/17	Parrish Jimmy D.	Review and revise order granting Employee Incentive plan.	1.00	540.00
01/20/17	Parrish Jimmy D.	Talk with Mr. Claypool regarding Employee Incentive Motion.	0.10	54.00
01/20/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding Employee Incentive Motion.	0.30	162.00
01/20/17	Parrish Jimmy D.	Talk with Ms. Phillips regarding Employee incentive motion.	0.30	162.00
01/20/17	Parrish Jimmy D.	Attend Court hearing regarding ruling on Employee Incentive motion.	0.80	432.00
01/23/17	Brown, David K.	Prepare SEC filings.	0.90	562.50
01/23/17	Goodman Eric R	Telephone call with counsel for Canadian Pacific Railway Company regarding contract objection.	0.30	159.00
01/23/17	Lane Deanna L	Receipt, assembling, review, redacting and e-filing of first monthly operating report for Dakota Plains Holdings, Inc., Dakota Plains Transloading, Dakota Plains Sand, Dakota Plains Marketing, DPTS Sand, DPTS Marketing and Dakota Petroleum Transport Solutions.	2.80	728.00
01/23/17	Parrish Jimmy D.	Talk with Mr. McGrath regarding first meeting of creditors.	0.10	54.00
01/23/17	Parrish Jimmy D.	Talk with Mr. McGrath regarding Bonus plan.	0.10	54.00
01/23/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding first meeting of creditors.	0.30	162.00
01/23/17	Parrish Jimmy D.	Review draft operating report for Dakota Plains.	0.60	324.00

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Date	Name	Description	Hours	Amount
01/23/17	Paschall, Toni H.	Review Form 8-Ks regarding monthly report filing.	0.50	272.50
01/24/17	Green Elizabeth A.	Review requirements of SEC post petition.	1.10	715.00
01/24/17	Green Elizabeth A.	Review 8k filing.	0.50	325.00
01/24/17	Green Elizabeth A.	Review Issues regarding 341 meeting.	0.90	585.00
01/24/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding first meeting of creditors.	0.30	162.00
01/24/17	Parrish Jimmy D.	Meet with Mr. Beskow and Mr. Claypool regarding first meeting of creditors.	1.10	594.00
01/24/17	Parrish Jimmy D.	Attend first meeting of creditors.	1.10	594.00
01/24/17	Paschall, Toni H.	Prepare Form 8-K for monthly reports; correspondence with Mr. Beskow.	1.10	599.50
01/26/17	Esmont Joseph M.	Draft letter regarding potential stay violation.	0.90	319.50
01/26/17	Esmont Joseph M.	Review and analyze correspondence demanding indemnity for Mr. Reger.	0.50	177.50
01/26/17	Goodman Eric R	Draft and edit assignment notice and communications with Mr. Esmont regarding the same.	0.60	318.00
01/27/17	Esmont Joseph M.	Revise letter regarding stay violation per Ms. Green and send.	0.30	106.50
01/27/17	Lane Deanna L	Email to Mr. Beskow regarding confirmation of payment of US Trustee quarterly fees	0.10	26.00
01/27/17	Parrish Jimmy D.	Talk with Mr. Beskow and Mr. Claypool regarding outstanding items in bankruptcy case.	0.20	108.00
01/27/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding next steps in Chapter 11.	0.50	377.50
01/30/17	Rose Jorian L.	Conference call with management regarding operations and planning for remaining Chapter 11 case.	1.00	755.00

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Date	Name	Description	Hours	Amount
Total			136.10	73,103.00

Expenses and Other Charges

01/16/17		Ground Transportation Out of Town (E110) Taxi/Car Service; Elizabeth Green; Merchant: Uber; Taxi/Car Service while in Minneapolis, MN to attend hearing and meeting in Dakota Plains bankruptcy case on; Jan 16, 2017;	78.00
01/16/17		Ground Transportation Out of Town (E110) Taxi/Car Service; Jorian Rose; UBER *US JAN16 JIJ HELP.UBER.COM CA; Taxi expense from airport to prepare for hearing. (Travel Dates January 16-17, 2017).; Jan 16, 2017;	34.04
01/17/17		Taxi/Car Service; Jorian Rose; Taxi expense from airport to home from trip to Minneapolis, Minnesota for hearing. (Travel Dates January 16-17, 2017).; Jan 17, 2017;	96.96
01/17/17		Ground Transportation Out of Town (E110) Parking; Jimmy Parrish; Airport parking to attend meeting/hearing in Minneapolis, MN from January 16, 2017 to January 17, 2017.; Jan 17, 2017;	34.00
01/17/17		Taxi/Car Service; Jorian Rose; Taxi expense from hearing. (Travel Dates January 16-17, 2017).; Jan 17, 2017;	62.65
01/22/17		Ground Transportation Out of Town (E110) Taxi/Car Service; Elizabeth Green; Travel from Orlando, FL; to Houston, TX; to Costa Mesa, CA; to Orlando, FL for various meetings, auction, business matters 1/22 - 1/27.; Jan 22, 2017;	216.00
01/22/17		Ground Transportation Out of Town (E110) Taxi/Car Service; Joseph Esmont; 1/22/2017 taxi trip from home to Cleveland airport to travel to Houston, TX to assist in conducting assets auction on 1/23/2017 in BH Houston office; Jan 22, 2017;	10.32
01/22/17		Taxi/Car Service; Joseph Esmont; 1/22/2017 taxi trip in Houston from airport to hotel to prepare for and assist in conducting assets auction on 1/23/2017 in BH Houston office; Jan 22, 2017;	27.77
01/23/17		Ground Transportation Out of Town (E110) Taxi/Car Service; Elizabeth Green; Dakota Plains Auction in Houston, TX on 1/23; uber airport ride.; Jan 23, 2017;	24.08
01/24/17		Taxi/Car Service; Joseph Esmont; 1/24/2017 taxi trip in Houston, TX from hotel to airport to return to Cleveland, OH after assisting in conducting assets auction on 1/23/2017 in BH Houston office; Jan 24, 2017;	25.50
01/24/17		Taxi/Car Service; Joseph Esmont; 1/24/2017 taxi trip from Cleveland airport to home after return travel from Houston, TX after assisting in conducting assets auction on 1/23/2017 in BH Houston office; Jan 24,	13.03

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	2017;	
01/24/17	Ground Transportation Out of Town (E110) Parking; Jimmy Parrish; Airport parking to attend meeting with clients prior to hearing on January 26, 2017. This was a one day trip to Minneapolis, MN and back to Orlando, FL.; Jan 24, 2017;	17.00
01/25/17	Ground Transportation Out of Town (E110) Ground Transportation Out of Town (E110) XYZ TWO WAY RADIO SERVICE, INC. XYZ ROSE Travel to Airport 1/16/2017 8:15:00 AM' W7011314286; Inv. 1613839	184.50
01/25/17	Ground Transportation Out of Town (E110) Taxi/Car Service; Elizabeth Green; Taxi/car service in Houston, TX for Dakota Plains Auction on 1/23 held in the Houston office.; Jan 25, 2017;	45.94
01/27/17	Ground Transportation Out of Town (E110) Parking; Jimmy Parrish; Airport parking to attend hearings in Minneapolis, MN from 1.26.17 to 1.27.16.; Jan 27, 2017;	34.00
Subtotal - Ground Transportation Out of Town (E110)		903.79
01/16/17	Lunch; Jorian Rose; CARIBOU COFFEE CO #1 ST. PAUL MN; Lunch meal expense during trip to Minneapolis, Minnesota for hearing. (Travel Dates January 16-17, 2017).; Jan 16, 2017;	13.92
01/16/17	Meals while Traveling (E110) Breakfast; Jorian Rose; ABICA COFFEE - 41 00 NEWARK NJ; Breakfast meal expense during trip to Minneapolis, Minnesota for hearing. (Travel Dates January 16-17, 2017).; Jan 16, 2017;	16.23
01/17/17	Lunch; Jorian Rose; Lunch meal expense during trip to Minneapolis, Minnesota for hearing. (Travel Dates January 16-17, 2017).; Jan 17, 2017;	16.25
01/22/17	Meals while Traveling (E110) Lunch; Joseph Esmont; 1/22/2017 meal required during travel from Cleveland, OH to Houston, TX to assist in conducting assets auction on 1/23/2017 in BH Houston office; Jan 22, 2017;	8.65
01/22/17	Meals while Traveling (E110) Dinner; Elizabeth Green; Flight canceled due to inclement weather (had to stay at hotel for 6am flight on 1/23). Travel to Houston, TX for bankruptcy auction.; Jan 22, 2017;	62.80
01/24/17	Lunch; Joseph Esmont; 1/24/2017 meal required during return travel from Houston, TX to Cleveland, OH after assisting in conducting assets auction on 1/23/2017 in BH Houston office; Jan 24, 2017;	12.76
Subtotal - Meals while Traveling (E110)		130.61

01/09/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; UNITED AIRLINES HOUSTON TX; Dakota Plains hearing in Houston, TX - Travel from Detroit, MI on January 18, 2017.;	460.20
01/17/17	Airfare/Trainfare (E110) Airfare; Jorian Rose; UNITED AIRLINES HOUSTON TX; Flight expenses to/from Minneapolis, Minnesota to attend hearing. (Travel Dates January 16-17, 2017).;	697.40
01/22/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; Airfare to Houston, TX for Dakota Plains Auction on 1/23; had to rebook travel due to United's IT outage on Sunday, 1/22.;	555.20
01/24/17	Airfare/Trainfare (E110) Airfare; Jimmy Parrish; Airfare to Minneapolis, MN to attend meeting with clients prior to hearing on January 26, 2017.;	884.40
01/25/17	Airfare/Trainfare (E110) Airfare; Jimmy Parrish; Hearings in Minneapolis, MN from 1.26.17 to 1.27.16.;	730.40
01/26/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; Travel from Los Angeles to Minneapolis/St. Paul, MN for client meeting on January 26, 2017.;	356.10

Subtotal - Airfare/Trainfare (E110) 3,683.70

01/16/17	Lodging (E110) Lodging; Elizabeth Green; Hotel stay for meeting in Minneapolis, MN in the Dakota Plains case, 1/16 - 1/18.; Jan 16, 2017	478.26
01/17/17	Lodging (E110) Lodging; Jimmy Parrish; Lodging while attending Meeting/hearing in Minneapolis, MN from January 16, 2017 to January 17, 2017.; Jan 17, 2017	198.45
01/17/17	Lodging (E110) Lodging; Jorian Rose; Hotel expense during trip to Minneapolis, Minnesota for hearing. (Travel Dates January 16-17, 2017).; Jan 17, 2017	233.60
01/22/17	Lodging (E110) Lodging; Elizabeth Green; Flight canceled due to inclement weather (had to stay at hotel for 6am flight on 1/23). Travel to Houston, TX for bankruptcy auction.; Jan 22, 2017	273.26
01/27/17	Lodging (E110) Lodging; Jimmy Parrish; Lodging while attending hearings in Minneapolis, MN from 1.26.17 to 1.27.16.; Jan 27, 2017	265.36

Subtotal - Lodging (E110) 1,448.93

01/04/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8139 6149352	19.08
01/04/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8139 6149352	16.60
01/13/17	UPS Michael McGrath Ravich Meyer Kirkman McGrath Nau man 150 S. Fifth Street Suite 3450 Minneapolis M N 1ZF255R80196902041	16.27

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	IDI binders	
01/13/17	UPS Marty Beskow Dakota Plains Holdings, Inc. 294 Gr ove Lane East Wayzata MN 1ZF255R80196449934 Exhi bits to PSA Agreement	5.91
01/13/17	UPS Michael McGrath Ravich Meyer Kirkman McGrath Nau man 150 S. Fifth Street Suite 3450 Minneapolis M N 1ZF255R80196902041 IDI binders	20.61
01/13/17	UPS Marty Beskow Dakota Plains Holdings, Inc. 294 Gr ove Lane East Wayzata MN 1ZF255R80196449934 Exhi bits to PSA Agreement	15.99
01/18/17	UPS Legal Department Boatworks II, LLC 294 Grove Lan e East, Ste. 100 Wayzata MN 1ZF255R80199601423	9.50
01/18/17	UPS Legal Department US Environmental Protection Age ncy 77 W. Jackson Blvd. Chicago IL 1ZF255R830900 48216	11.43
01/18/17	UPS Legal Department Advanced Imaging Services 1310 Madrid Street, Suite 101 Marshall MN 1ZF255R8309 3327267	13.93
01/18/17	UPS Derek Olson Ally Servicing/Financial LLC 4000 Le xington Ave. N., Suite 100 Shoreview MN 1ZF255R8 3094538448	11.43
01/18/17	UPS Legal Department Murex, LLC 55 Waugh Drive, Suit e 510 Houston TX 1ZF255R83091885604	11.43
01/18/17	UPS District Counsel IRS 380 Jackson Street, Suite 6 50 Saint Paul MN 1ZF255R82590263396	11.50
01/18/17	UPS Legal Department Wells Fargo Dealer Services 330 0 Edinborough Way #300 Edina MN 1ZF255R830941482 71	11.43
01/18/17	UPS Centralized Insolven Internal Revenue Service 60 0 Arch Street Philadelphia PA 1ZF255R83098414038	11.43
01/20/17	UPS Tracey Jones Ravich Meyer 150 S. Fifth Street, S uite 3450 Minneapolis MN 1ZF255R83099318159	11.43
01/23/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8139 7622445 December Operating Reports	9.43
Subtotal - Delivery Services (E107)		207.40
01/31/17	Miscellaneous (E124) COURTALERT.COM INC Christina Belanger Jan 2017; Inv. 235177-1701	29.94
Subtotal - Miscellaneous (E124)		29.94

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01/16/17	Business Meals, etc. (E111) Dinner; Elizabeth Green; 6Smith Wayzata MN; Lunch with Jim Thornton, Jimmy Parrish and Jorian Rose while in Minneapolis. MN to attend hearing in the Dakota Plains bankruptcy case on January 16, 2017.; Jan 16, 2017;	60.47
01/23/17	Business Meals, etc. (E111) Newk's Eatery LUNCH.FOR BANKRUPTCY AUCTION; Inv. 012317	330.27

Subtotal - Business Meals, etc. (E111) 390.74

01/26/17	Transcripts (E116) Deposition Solutions LLC dba DepoTexas Inc Transcript of Auction and Sale Hearing of Dakota Plains.; Inv. 432773	490.20
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Subtotal - Transcripts (E116) 490.20

01/03/17	1391	139.10
01/04/17	2196	219.60
01/12/17	204 Copies	20.40
01/13/17	1028 Copies	102.80
01/13/17	539 Copies	53.90
01/13/17	2 Copies	0.20
01/23/17	103	10.30
01/26/17	1196	119.60
01/30/17	8 Copies	0.80

Subtotal - Copier / Duplication (E101) 666.70

01/03/17	Postage	2.30
01/03/17	Postage	86.35
01/03/17	Postage	1.15
01/17/17	POSTAGE Service Mailing (11) NC 28202-40	21.89
01/30/17	Postage	1.82
01/30/17	Postage	1.61

Subtotal - Postage (E108) 115.12

01/18/17	27 Pages faxed to 1-763-745-8459	27.00
01/18/17	27 Pages faxed to 1-701-627-3502	27.00
01/18/17	27 Pages faxed to 1-781-398-2051	27.00

Baker & Hostetler LLP

01/18/17	27 Pages faxed to 1-253-383-9970	27.00
01/18/17	27 Pages faxed to 1-203-966-3453	27.00

Subtotal - Fax (E104)	135.00
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01/18/17	Westlaw Research - 01/18/17 by PARRISH JIMMY	15.84
01/19/17	Westlaw Research - 01/19/17 by PARRISH JIMMY	41.92
01/26/17	Westlaw Research - 01/26/17 by PARRISH JIMMY	7.92
01/31/17	Westlaw Research - 01/31/17 by ALLEN BRIAN	15.84

Subtotal - Automated Research (E106)	81.52
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Total	\$ 8,283.65
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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394933
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from February 1, 2017 through February 28, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 11,459.73

Remittance Copy

Please include this page with payment

Invoice No: 50394933

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50394933

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394933
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from February 1, 2017 through February 28, 2017

Fees	\$ 10,273.00
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Expenses and Other Charges

Postage (E108)	71.38
Copier / Duplication (E101)	122.80
Delivery Services (E107)	70.06
Airfare/Trainfare (E110)	834.85
Ground Transportation Out of Town (E110)	87.64

Total Expenses	\$ 1,186.73
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BALANCE FOR THIS INVOICE DUE BY 07/29/17	\$ 11,459.73
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Baker&Hostetler LLP

Atlanta *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Brown, David K.	2.50	\$ 625.00	\$ 1,562.50
Goodman Eric R	0.20	530.00	106.00
Green Elizabeth A.	1.40	650.00	910.00
Parrish Jimmy D.	4.30	540.00	2,322.00
Rose Jorian L.	4.40	755.00	3,322.00
Esmont Joseph M.	1.00	355.00	355.00
Paschall, Toni H.	2.30	545.00	1,253.50
Lane Deanna L	1.70	260.00	442.00
Total	17.80	\$	10,273.00

Date	Name	Description	Hours	Amount
02/01/17	Brown, David K.	Prepare SEC filings.	0.80	500.00
02/01/17	Green Elizabeth A.	Review issues regarding SEC reporting.	0.40	260.00
02/01/17	Parrish Jimmy D.	Review issues regarding rail car sublease assignments.	0.70	378.00
02/01/17	Parrish Jimmy D.	Talk with Mr. Guso regarding rail car sublease assignments.	0.20	108.00
02/01/17	Paschall, Toni H.	Prepare Form 8-K.	1.10	599.50
02/01/17	Rose Jorian L.	Emails to directors regarding questions for remaining case requirements.	0.40	302.00
02/01/17	Rose Jorian L.	Email all documents related to the sale to Mr. Brown for SEC filings.	0.60	453.00
02/01/17	Rose Jorian L.	Telephone conferences with Board of Directors regarding questions about governance requirements.	0.60	453.00
02/01/17	Rose Jorian L.	Telephone conferences with Mr. Brown	0.20	151.00

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Date	Name	Description	Hours	Amount
		regarding SEC filing and future filings.		
02/02/17	Brown, David K.	Prepare form 8-K.	0.90	562.50
02/02/17	Paschall, Toni H.	Revise Form 8-k; correspondence with Mr. Beskow.	0.70	381.50
02/03/17	Esmont Joseph M.	Review documents provided by Mr. Allen; draft stay letter regarding Canadian Pacific demand.	1.00	355.00
02/03/17	Parrish Jimmy D.	Review status of lease and executory contract assignments.	0.60	324.00
02/03/17	Rose Jorian L.	Telephone conferences with directors regarding SEC filings.	0.40	302.00
02/03/17	Rose Jorian L.	Telephone conferences with Mr. Beskow regarding status of Chapter 11 case and next steps.	0.60	453.00
02/05/17	Green Elizabeth A.	Review issues regarding rejection of executory contracts.	0.70	455.00
02/07/17	Goodman Eric R	Review and respond to email from Mr. Layden regarding Forbearance Agreement.	0.20	106.00
02/07/17	Rose Jorian L.	Email correspondence with Ms. Lane regarding service of governmental entities of Chapter 11.	0.40	302.00
02/10/17	Rose Jorian L.	Telephone conference with Messrs. Claypool and Beskow regarding remaining staffing for remaining case.	0.60	453.00
02/13/17	Parrish Jimmy D.	Review issues regarding service of pleadings.	0.50	270.00
02/16/17	Brown, David K.	Review SEC and founder claims issues; call with working group and lender to discuss same.	0.80	500.00
02/17/17	Green Elizabeth A.	Prepare for conference call.	0.30	195.00
02/21/17	Lane Deanna L	Receipt, assembling, review, and redacting of seven (7) monthly operating reports for January 2017	1.20	312.00

Baker & Hostetler LLPAtlanta
HoustonChicago
Los AngelesCincinnati
New YorkCleveland
OrlandoColumbus
PhiladelphiaCosta Mesa
SeattleDenver
Washington, DC

Date	Name	Description	Hours	Amount
02/21/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding operating reports.	0.10	54.00
02/21/17	Parrish Jimmy D.	Review and revise Dakota Petroleum Transport operating report.	0.30	162.00
02/21/17	Parrish Jimmy D.	Review and revise DPTS Sand operating report.	0.30	162.00
02/21/17	Parrish Jimmy D.	Review and revise DPTS Marketing operating report.	0.30	162.00
02/21/17	Parrish Jimmy D.	Review and revise Dakota Plains Transloading operating report.	0.30	162.00
02/21/17	Parrish Jimmy D.	Review and revise Dakota Plains Sand operating report.	0.30	162.00
02/21/17	Parrish Jimmy D.	Review and revise Dakota Plains Marketing operating report.	0.30	162.00
02/21/17	Parrish Jimmy D.	Review and revise Dakota Plains Holdings operating report.	0.40	216.00
02/22/17	Lane Deanna L	E-filing seven (7) January 2017 Monthly Operating Reports; sending copies of same to Mr. Brown; sending originals of same to U.S. Trustee	0.50	130.00
02/22/17	Paschall, Toni H.	Prepare Form 8-K; correspondence with Mr. Beskow.	0.50	272.50
02/23/17	Rose Jorian L.	Review and revise consents for authority for Mr. Beskow to wind down remaining business.	0.60	453.00
Total			17.80	10,273.00

Expenses and Other Charges

02/13/17	Postage	1.61
02/13/17	Postage	23.92
02/13/17	Postage	1.15
02/22/17	Postage	6.70

Baker & Hostetler LLP

02/22/17	Postage	6.70
02/22/17	Postage	3.35
02/22/17	Postage	6.70
02/22/17	Postage	6.70
02/22/17	Postage	6.70
02/22/17	Postage	6.70
02/22/17	Postage	1.15

Subtotal - Postage (E108) 71.38

02/13/17	106	10.60
02/22/17	1122	112.20

Subtotal - Copier / Duplication (E101) 122.80

02/01/17	Ground Transportation Out of Town (E110) Ground Transportation Out of Town (E110) XYZ TWO WAY RADIO SERVICE, INC. XYZ ROSE Travel to Airport 1/26/2017 12:13:00 PM' 7012611699; Inv. 1614344	87.64
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Subtotal - Ground Transportation Out of Town (E110) 87.64

02/07/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; Travel to Minneapolis, MN to attend hearing in Dakota Plains case from March 7-8, 2017.;	661.65
02/08/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; Travel from Minneapolis, MN to Washington, DC following hearing in the Dakota Plains case on March 8, 2017.;	173.20

Subtotal - Airfare/Trainfare (E110) 834.85

02/22/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8019 3939946 January Operating Reports	9.53
02/27/17	Delivery Services (E107) Delivery Services (E107) BUSINESS EXPRESS COURIER SERVICE After hours run to the Trade Port post office.; Inv. 88118	60.53

Subtotal - Delivery Services (E107) 70.06

Baker & Hostetler LLP

Total	<u>\$ 1,186.73</u>
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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394948
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from March 1, 2017 through March 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 10,396.56

Remittance Copy

Please include this page with payment

Invoice No: 50394948

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50394948

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394948
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from March 1, 2017 through March 31, 2017

Fees	\$ 9,751.00
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Expenses and Other Charges

Electronic Court Fees (E112)	533.30
Delivery Services (E107)	112.16
Copier / Duplication (E101)	0.10

Total Expenses	\$ 645.56
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BALANCE FOR THIS INVOICE DUE BY 07/29/17	\$ 10,396.56
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Baker&Hostetler LLP

Atlanta *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Brown, David K.	3.40	\$ 625.00	\$ 2,125.00
Green Elizabeth A.	0.40	650.00	260.00
Rose Jorian L.	4.90	755.00	3,699.50
Esmont Joseph M.	1.70	355.00	603.50
Paschall, Toni H.	5.00	545.00	2,725.00
Lane Deanna L	1.30	260.00	338.00
Unay Sevil	0.00	0.00	0.00
Total	16.70	\$	9,751.00

Date	Name	Description	Hours	Amount
03/01/17	Brown, David K.	Review SEC and founder claims issues; prepare Form 8-K.	0.50	312.50
03/01/17	Paschall, Toni H.	Review Securities and Exchange Commission disclosure requirements with regard to closing of sale of assets; prepare Form 8-K.	2.00	1,090.00
03/01/17	Rose Jorian L.	Review and revise 8-K security filings for sale transaction disclosure.	0.70	528.50
03/01/17	Unay Sevil	Prepare mailings and letter for closing to various parties.	0.00	0.00
03/02/17	Esmont Joseph M.	Draft and circulate motion to reject certain contracts.	0.80	284.00
03/02/17	Paschall, Toni H.	Revise Form 8-K; review de-registration requirements.	1.70	926.50
03/03/17	Brown, David K.	Review SEC matters; prepare going dark matters.	1.10	687.50
03/06/17	Brown, David K.	Prepare going dark matters; prepare Form	0.80	500.00

Baker & Hostetler LLP

Date	Name	Description	Hours	Amount
		15.		
03/06/17	Green Elizabeth A.	Emails with Mike McGrath regarding hearings.	0.20	130.00
03/06/17	Paschall, Toni H.	Review Securities and Exchange Commission deregistration requirements; prepare Form 15.	1.30	708.50
03/07/17	Brown, David K.	Prepare securities filings issues; correspondence to client re same.	0.40	250.00
03/07/17	Rose Jorian L.	Email correspondence with Mr. Beskow and Ms. Brown regarding securities question.	0.40	302.00
03/08/17	Green Elizabeth A.	Review Dakota orders.	0.20	130.00
03/08/17	Rose Jorian L.	Telephone conference with Board of Directors regarding status of case and wind down.	0.50	377.50
03/08/17	Rose Jorian L.	Review various orders filed in lieu of hearing.	0.50	377.50
03/09/17	Brown, David K.	Prepare securities filings issues; prepare claims descriptions.	0.60	375.00
03/13/17	Rose Jorian L.	Telephone conference with Directors regarding wind down and next steps.	0.50	377.50
03/20/17	Rose Jorian L.	Telephone conferences and email correspondence with Mr. Beskow regarding operating report issues.	0.50	377.50
03/21/17	Lane Deanna L.	Receipt, assembling and review of seven (7) monthly operating reports; sending same to Mr. Rose for review; receipt and review of edited reports from Mr. Beskow; redacting seven (7) monthly operating reports; e-filing and sending original reports to the US Trustee; emailing copies of the reports to Mr. David Brown	1.30	338.00
03/21/17	Rose Jorian L.	Review all seven monthly operating reports for the Debtor and revise.	0.80	604.00

Baker & Hostetler LLP

Date	Name	Description	Hours	Amount
03/21/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding comments to monthly operating reports.	0.40	302.00
03/29/17	Rose Jorian L.	Telephone conferences with Ms. Phillips regarding status of Chapter 11 case.	0.60	453.00
03/30/17	Esmont Joseph M.	Confer with Mr. Rose regarding disclosure statement, Gilbertson litigation, and other matters, including preparation for call.	0.90	319.50
Total			16.70	9,751.00

Expenses and Other Charges

03/31/17	PACER 98445.8	8.40
03/31/17	PACER 98445.8	24.50
03/31/17	PACER 98445.8	73.10
03/31/17	PACER DAKOTA	21.70
03/31/17	PACER DAKOTA	5.60
03/31/17	PACER DAKOTA.PLAINS	63.40
03/31/17	PACER DKOTA.PLAINS	1.30
03/31/17	PACER DAKOTA.PLAINS	21.40
03/31/17	PACER DAKOTA.PLAINS	292.20
03/31/17	PACER 98445.8	1.30
03/31/17	PACER 98445.8	1.90
03/31/17	PACER DKOTA.PLOAINS	1.20
03/31/17	PACER 0	15.80
03/31/17	PACER DAKOTA.PALINS	1.50
Subtotal - Electronic Court Fees (E112)		533.30

03/01/17	FedEx Alan Pope Moore & Van Allen PLLC 100 North Tryon Street CHARLOTTE NC 785770659892	12.36
03/01/17	FedEx Attn Connie Mountrail Abstract & Title 320 5th Ave, SE STANLEY ND 785770011457	21.14
03/01/17	FedEx Shek Jain BioUrja Trading, LLC 1080 Eldridge Par kway HOUSTON TX 785768556088	21.71

Baker&Hostetler LLP

03/01/17	FedEx Geoffrey Richards Canaccord Genuity Inc 350 Madison Avenue NEW YORK NY 785770493414	10.43
03/01/17	FedEx Marty Beskow1 Dakota Plains Holdings, Inc 294 GROVE LANE WAYZATA MN 785770920456	13.16
03/03/17	FedEx GEOFFREY RICHARDS CANACCORD GENUITY INC 535 MADISON AVE NEW YORK NY 778565110630	23.90
03/21/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8139 4425995	9.46
Subtotal - Delivery Services (E107)		112.16
03/21/17	107	0.10
Subtotal - Copier / Duplication (E101)		0.10
Total		\$ 645.56

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394956
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from April 1, 2017 through April 30, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 2,199.57

Remittance Copy

Please include this page with payment

Invoice No: 50394956

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50394956

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394956
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from April 1, 2017 through April 30, 2017

Fees	\$	2,190.00
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Expenses and Other Charges

Delivery Services (E107)	9.47
Copier / Duplication (E101)	0.10

Total Expenses	\$	9.57
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BALANCE FOR THIS INVOICE DUE BY 07/29/17	\$	2,199.57
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Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Green Elizabeth A.	1.30	\$ 650.00	\$ 845.00
Parrish Jimmy D.	0.40	540.00	216.00
Rose Jorian L.	0.60	755.00	453.00
Lane Deanna L	2.60	260.00	676.00
Total	4.90	\$	2,190.00

Date	Name	Description	Hours	Amount
04/03/17	Parrish Jimmy D.	Review issues regarding corporate authority to execute railcar sublease assignment.	0.40	216.00
04/05/17	Rose Jorian L.	Telephone conferences with Board member regarding post-confirmation questions.	0.60	453.00
04/12/17	Green Elizabeth A.	Review remaining outstanding issues.	0.80	520.00
04/13/17	Green Elizabeth A.	Review budget and variance issues.	0.50	325.00
04/14/17	Lane Deanna L	Receipt, review, assembling and redacting seven (7) monthly operating reports for Mr. Parrish's review	0.80	208.00
04/20/17	Lane Deanna L	Receipt, review, assembling and redacting of seven (7) monthly edited operating reports; sending same to Mr. Parrish for review; e-filing seven (7) reports and sending original reports to the US Trustee; emailing copies of the reports to Mr. David Brown	1.50	390.00
04/24/17	Lane Deanna L	Fulfilling Mr. Beskow's request for selected filed documents	0.30	78.00
	Total		4.90	2,190.00

Baker & Hostetler LLP

Expenses and Other Charges

04/20/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8139 8141123	9.47
Subtotal - Delivery Services (E107)		9.47
04/14/17	108	0.10
Subtotal - Copier / Duplication (E101)		0.10
Total		\$ 9.57

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394966
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from May 1, 2017 through May 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 4,224.60

Remittance Copy

Please include this page with payment

Invoice No: 50394966

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50394966

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394966
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from May 1, 2017 through May 31, 2017

Fees	\$ 1,494.00
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Expenses and Other Charges

Delivery Services (E107)	9.45
Postage (E108)	514.95
Copier / Duplication (E101)	1,562.80
Airfare/Trainfare (E110)	643.40

Total Expenses	\$ 2,730.60
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BALANCE FOR THIS INVOICE DUE BY 07/29/17	\$ 4,224.60
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Baker&Hostetler LLP

Atlanta
Houston

Chicago
Los Angeles

Cincinnati
New York

Cleveland
Orlando

Columbus
Philadelphia

Costa Mesa
Seattle

Denver
Washington, DC

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Green Elizabeth A.	0.30	\$ 650.00	\$ 195.00
Parrish Jimmy D.	0.50	540.00	270.00
Esmont Joseph M.	1.80	355.00	639.00
Lane Deanna L	1.50	260.00	390.00
Total	4.10	\$	1,494.00

Date	Name	Description	Hours	Amount
05/01/17	Esmont Joseph M.	Confer with Mr. Allen regarding SEC Fair Fund issues (1.1); review and comment upon Mr. Allen's draft letter to SEC regarding Fair Fund (.5); Confer with Mr. Rose (.2).	1.80	639.00
05/02/17	Green Elizabeth A.	Review service issues.	0.30	195.00
05/23/17	Lane Deanna L	Receipt, assembling, review and redacting of seven (7) monthly operating reports; sending same to Mr. Parrish for review; e-filing seven (7) reports and sending original reports to the US Trustee; emailing copies of the reports to Mr. David Brown	1.50	390.00
05/23/17	Parrish Jimmy D.	Review and revise operating reports.	0.50	270.00
	Total		4.10	1,494.00

Expenses and Other Charges

05/03/17	Postage	10.62
05/03/17	Postage	465.92
05/03/17	Postage	7.91
05/19/17	Postage	6.65

Baker & Hostetler LLP

05/19/17	Postage	11.20
05/26/17	Postage	2.45
05/26/17	Postage	2.45
05/26/17	Postage	7.75
Subtotal - Postage (E108)		514.95
05/03/17	2825 Copies	282.50
05/03/17	864 Copies	86.40
05/03/17	4420 Copies	442.00
05/03/17	7412 Copies	741.20
05/03/17	Copier / Duplication (E101)	1.30
05/21/17	Copier / Duplication (E101)	9.40
Subtotal - Copier / Duplication (E101)		1,562.80
05/02/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; Merchant: Delta Air Lines; Travel from Orlando, FL to Minneapolis, MN to attend hearing on June 7, 2017.;	643.40
Subtotal - Airfare/Trainfare (E110)		643.40
05/23/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8139 8461171 April monthly reports	9.45
Subtotal - Delivery Services (E107)		9.45
Total		\$ 2,730.60

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409527
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered through June 30, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 5,247.06

Remittance Copy

Please include this page with payment

Invoice No: 50409527

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
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SWIFT Code: KEYBUS33

Reference Invoice No:
50409527

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409527
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered through June 30, 2017

Fees	\$ 3,707.50
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Expenses and Other Charges

Electronic Court Fees (E112)	38.20
Airfare/Trainfare (E110)	404.40
Delivery Services (E107)	9.46
Copier / Duplication (E101)	858.50
Postage (E108)	229.00

Total Expenses	\$ 1,539.56
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BALANCE FOR THIS INVOICE DUE BY 09/13/17	\$ 5,247.06
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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17

Invoice Number: 50409527

Matter Number: 098445.000008

Page 3

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Green Elizabeth A.	4.00	\$ 650.00	\$ 2,600.00
Parrish Jimmy D.	1.00	540.00	540.00
Esmont Joseph M.	0.50	355.00	177.50
Lane Deanna L	1.50	260.00	390.00
Total	7.00		\$ 3,707.50

Date	Name	Description	Hours	Amount
06/06/17	Green Elizabeth A.	Review additional information regarding EPA disclosures.	0.60	390.00
06/06/17	Green Elizabeth A.	Review issues related to carve out for trust.	0.90	585.00
06/19/17	Lane Deanna L	Receipt, assembling, review and redacting of seven (7) monthly operating reports; sending same to Mr. Parrish for review; e-filing seven (7) reports and sending original reports to the US Trustee; emailing copies of the reports to Mr. David Brown	1.50	390.00
06/20/17	Parrish Jimmy D.	Review DPTS Sand operating report.	0.10	54.00
06/20/17	Parrish Jimmy D.	Review DPTS Marketing operating report.	0.10	54.00
06/20/17	Parrish Jimmy D.	Review Dakota Transport Solutions operating report.	0.10	54.00
06/20/17	Parrish Jimmy D.	Review Dakota Plains Sand operating report.	0.20	108.00
06/20/17	Parrish Jimmy D.	Review Dakota Transloading operating report.	0.20	108.00
06/20/17	Parrish Jimmy D.	Review Dakota Plains Holdings operating report.	0.30	162.00

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409527
 Matter Number: 098445.000008
 Page 4

Date	Name	Description	Hours	Amount
06/27/17	Esmont Joseph M.	Confer with Mr. Beskow on budget items (.5)	0.50	177.50
06/28/17	Green Elizabeth A.	Review pleadings in case for fee application.	0.90	585.00
06/28/17	Green Elizabeth A.	Review billings for fee application and revise.	1.60	1,040.00
Total			7.00	3,707.50

Expenses and Other Charges

06/30/17	PACER 98445.8	10.50
06/30/17	PACER DAKOTA	1.70
06/30/17	PACER DAKOTA.PLAINS	6.10
06/30/17	PACER 98445.8	11.80
06/30/17	PACER DAKOTA.PLAINS	8.10

Subtotal - Electronic Court Fees (E112) **38.20**

06/12/17	258 Copies	25.80
06/13/17	58 Copies	5.80
06/13/17	3480 Copies	348.00
06/13/17	4787 Copies	478.70
06/14/17	96	0.10
06/19/17	96	0.10

Subtotal - Copier / Duplication (E101) **858.50**

06/21/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8139 3731601	9.46
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Subtotal - Delivery Services (E107) **9.46**

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409527
 Matter Number: 098445.000008
 Page 5

06/13/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; Merchant: Us Transportation Tax; Airfare from Houston, TX to Minneapolis/St. Paul, MN for Ms. Green and Mr. Parrish to attend the confirmation hearing in the Dakota Plains Holdings case on August 2, 2017.;	358.40
06/23/17	Airfare/Trainfare (E110) Travel Change Fees; Elizabeth Green; Merchant: Delta; Change fee for return flight from Minneapolis, MN to Orlando, FL on August 3, 2017 for confirmation hearing.;	46.00
Subtotal - Airfare/Trainfare (E110)		404.40
06/13/17	Postage	1.82
06/13/17	Postage	117.04
06/13/17	Postage	98.42
06/13/17	Postage	1.61
06/13/17	Postage	4.79
06/27/17	Postage	2.66
06/27/17	Postage	2.66
Subtotal - Postage (E108)		229.00
Total		\$ 1,539.56

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409535
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from July 1, 2017 through July 31, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 3,469.62

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Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409535
 Matter Number: 098445.000008
 Page 3

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Green Elizabeth A.	1.10	\$ 650.00	\$ 715.00
Parrish Jimmy D.	1.20	540.00	648.00
Rose Jorian L.	0.50	755.00	377.50
Day James W.	1.00	570.00	570.00
Lane Deanna L	1.90	260.00	494.00
Total	5.70	\$	2,804.50

Date	Name	Description	Hours	Amount
07/11/17	Day James W.	Review precedent liquidating trustee forms; meet with Mr. Rose regarding liquidating trust form; begin drafting same.	1.00	570.00
07/14/17	Rose Jorian L.	Review monthly operating reports.	0.50	377.50
07/17/17	Lane Deanna L	Receipt of, assembling, and redacting of seven (7) draft monthly operating reports; sending same to Mr. Parrish for review	0.40	104.00
07/17/17	Parrish Jimmy D.	Review monthly operating reports.	0.60	324.00
07/17/17	Parrish Jimmy D.	Review insurance maintenance issues.	0.40	216.00
07/17/17	Parrish Jimmy D.	Talk with Mr. Janovsky regarding insurance maintenance.	0.20	108.00
07/18/17	Green Elizabeth A.	Review professional fees and trust funding needs.	0.40	260.00
07/21/17	Lane Deanna L	Receipt of, assembling, and redacting of seven (7) final and signed monthly operating reports; e-filing seven (7) reports and sending original reports to the US Trustee; emailing copies of the reports to Mr. David Brown	1.50	390.00

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
Invoice Number: 50409535
Matter Number: 098445.000008
Page 4

Date	Name	Description	Hours	Amount
07/26/17	Green Elizabeth A.	Review issues regarding SEC damages claims and trust.	0.70	455.00
Total			5.70	2,804.50

Expenses and Other Charges

07/20/17	UPS Laddy Janovsky Office of the U.S. Trustee 300 S. 4th Street Room 1015 Minneapolis MN 1ZF255R8029 5308845 Monthly Operating Reports	8.82
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Subtotal - Delivery Services (E107)	8.82
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07/18/17	Airfare; Jorian Rose; Flight expense from Minneapolis, MN (Date of travel is August 3, 2017).; Flight expense to Houston, Texas for settlement meeting among the bank and the Committee (Dates of travel are July 18-19, 2017).;	656.20
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Subtotal - Airfare/Trainfare (E110)	656.20
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07/17/17	92	0.10
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Subtotal - Copier / Duplication (E101)	0.10
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Total	\$ 665.12
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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410039
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from August 1, 2017 through August 13, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 3,727.49

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Invoice No: 50410039

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Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

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Reference Invoice No:
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294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410039
B&H File Number: 10659/098445/000008
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Chapter 11 Bankruptcy Proceeding

For professional services rendered from August 1, 2017 through August 13, 2017

Fees	\$	563.00
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Expenses and Other Charges

Copier / Duplication (E101)	23.40
Airfare/Trainfare (E110)	1,549.70
Ground Transportation Out of Town (E110)	289.30
Business Meals, etc. (E111)	61.92
Lodging (E110)	1,231.52
Wi-Fi/Telephone Charges (E105)	8.65

Total Expenses	\$	3,164.49
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BALANCE FOR THIS INVOICE DUE BY 09/13/17	\$	3,727.49
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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17

Invoice Number: 50410039

Matter Number: 098445.000008

Page 3

Regarding: Chapter 11 Bankruptcy Proceeding

Matter Number: 098445.000008

Name	Hours	Rate	Amount
Green Elizabeth A.	0.50	\$ 650.00	\$ 325.00
Layden Andrew V.	0.70	340.00	238.00
Total	1.20		\$ 563.00

Date	Name	Description	Hours	Amount
08/01/17	Layden Andrew V.	Review issues regarding Carlson Advisors un-approved engagement letter for tax work for the Debtors and appropriate next steps.	0.70	238.00
08/04/17	Green Elizabeth A.	Review and revise objection.	0.50	325.00
	Total		1.20	563.00

Expenses and Other Charges

06/29/17	Airfare/Trainfare (E110) Airfare; Jimmy Parrish; Merchant: Delta; Return travel from Minneapolis, MN to Orlando, FL after attending Confirmation Hearing in the Dakota Plains bankruptcy case on August 3, 2017.;	313.20
08/02/17	Airfare; Jorian Rose; Flight expense to Minneapolis, Minnesota to attend confirmation hearing (Dates of travel are August 2-3, 2017).; Flight expense;	169.10
08/03/17	Airfare/Trainfare (E110) Airfare; Jorian Rose; UNITED AIRLINES HOUSTON TX; Difference in airfare from Minneapolis, Minnesota from attending confirmation hearing (Dates of travel are August 2-3, 2017).;	159.00
08/07/17	Airfare/Trainfare (E110) Airfare; Elizabeth Green; Airfare for round trip travel from Orlando, FL to Minneapolis, MN on September 5-6, 2017 for confirmation hearings.;	678.40
08/10/17	Airfare; Elizabeth Green; Fare difference for flight change from Washington, DC to Minneapolis, MN (instead of Orlando, FL) due to meeting in DC on September 5, 2017;	30.00

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17

Invoice Number: 50410039

Matter Number: 098445.000008

Page 4

08/10/17	Airfare/Trainfare (E110) Travel Change Fees; Elizabeth Green; Travel change fee from Washington, DC to Minneapolis, MN (instead of Orlando, FL) due to meeting in DC on September 5, 2017; Ticket #0062392157444.;	200.00
Subtotal - Airfare/Trainfare (E110)		1,549.70
07/31/17	Ground Transportation Out of Town (E110) Taxi/Car Service; Elizabeth Green; GEORGE THE DRIVER Winter Park FL; Taxi/Car Service from Orlando International Airport to personal residence for August 3, 2017.; Jul 31, 2017;	108.00
08/02/17	Ground Transportation Out of Town (E110) Taxi/Car Service; Jorian Rose; Merchant: Uber; Taxi expense during trip to Minneapolis, Minnesota to attend confirmation hearing (Dates of travel are August 2-3, 2017).; Aug 02, 2017;	40.87
08/03/17	Ground Transportation Out of Town (E110) Taxi/Car Service; Jorian Rose; Merchant: Uber; Taxi expense during trip to Minneapolis, Minnesota to attend confirmation hearing (Dates of travel are August 2-3, 2017).; Aug 03, 2017;	47.65
08/04/17	Taxi/Car Service; Jorian Rose; Merchant: Uberx; Taxi expense during trip to Minneapolis, Minnesota to attend confirmation hearing (Dates of travel are August 2-3, 2017).; Aug 04, 2017;	92.78
Subtotal - Ground Transportation Out of Town (E110)		289.30
08/03/17	Business Meals, etc. (E111) Lunch; Elizabeth Green; Lunch while traveling with BH Partners, Jimmy Parrish and Jorian Rose on August 3, 2017.; Aug 03, 2017;	61.92
Subtotal - Business Meals, etc. (E111)		61.92
08/02/17	Lodging (E110) Lodging; Elizabeth Green; Lodging during travel to Minneapolis/St. Paul, MN to attend confirmation hearing on August 3, 2017.; Aug 02, 2017	365.15
08/02/17	Lodging (E110) Lodging; Jimmy Parrish; Lodging while in Minneapolis, MN to attend Confirmation Hearing in the Dakota Plains bankruptcy case on August August 2 - 3, 2017.; Aug 02, 2017	332.26
08/03/17	Lodging (E110) Lodging; Jorian Rose; Hotel expense during trip to Minneapolis, Minnesota to attend confirmation hearing (Dates of travel are August 2-3, 2017).; Aug 03, 2017	339.07

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50410039
 Matter Number: 098445.000008
 Page 5

08/11/17	Lodging (E110) Lodging; Elizabeth Green; Lodging in Minneapolis, MN to attend confirmation hearing September 5-6, 2017; prepaid hotel stay.; Aug 11, 2017	195.04
Subtotal - Lodging (E110)		1,231.52
08/04/17	114 Copies	11.40
08/04/17	120 Copies	12.00
Subtotal - Copier / Duplication (E101)		23.40
08/02/17	Wi-Fi/Telephone Charges (E105) Jorian Rose; Merchant: Gogo; WiFi expense during trip to Minneapolis, Minnesota to attend confirmation hearing (Dates of travel are August 2-3, 2017).; Aug 02, 2017;	8.65
Subtotal - Wi-Fi/Telephone Charges (E105)		8.65
Total		\$ 3,164.49

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394912
B&H File Number: 10659/098445/000009
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Schedules

For professional services rendered from December 1, 2016 through December 31, 2016

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 292.00

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Anissa Haynes
(215) 564-8909
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Invoice Date: 06/29/17
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B&H File Number: 10659/098445/000009
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Page 2

Regarding: Schedules

For professional services rendered from December 1, 2016 through December 31, 2016

Fees \$ 292.00

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 292.00

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Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: Schedules

Matter Number: 098445.000009

Name	Hours	Rate	Amount
Rose Jorian L.	0.40	\$ 730.00	\$ 292.00
Total	0.40		\$ 292.00

Date	Name	Description	Hours	Amount
12/22/16	Rose Jorian L.	Telephone call to Mr. Thornton regarding question regarding schedules.	0.40	292.00
	Total		0.40	292.00

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394923
B&H File Number: 10659/098445/000009
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Schedules

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 2,288.00

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Invoice Date: 06/29/17
Invoice Number: 50394923
B&H File Number: 10659/098445/000009
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Schedules

For professional services rendered from January 1, 2017 through January 31, 2017

Fees \$ **2,288.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **2,288.00**

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Washington, DC

Regarding: Schedules

Matter Number: 098445.000009

Name	Hours	Rate	Amount
Parrish Jimmy D.	3.90	\$ 540.00	\$ 2,106.00
Lane Deanna L	0.70	260.00	182.00
Total	4.60		\$ 2,288.00

Date	Name	Description	Hours	Amount
01/20/17	Lane Deanna L	Compose email to Assessor.AO@hennepin.us regarding notice purpose listing for Dakota Plains	0.20	52.00
01/20/17	Lane Deanna L	Compose email to cpresthus@ndlaw.com re: SafeRack, LLC listed for notice purposes on the Dakota Plains Holdings, Inc. schedules	0.20	52.00
01/23/17	Parrish Jimmy D.	Talk with Ms. Jones regarding schedules and first meeting of creditors.	0.30	162.00
01/24/17	Parrish Jimmy D.	Review DPTS Sand, LLC schedules.	0.60	324.00
01/24/17	Parrish Jimmy D.	Review Dakota Petroleum Transport Solutions schedules.	0.60	324.00
01/24/17	Parrish Jimmy D.	Review DPTS Marketing, LLC schedules.	0.60	324.00
01/24/17	Parrish Jimmy D.	Review Dakota Plains Marketing, LLC schedules.	0.60	324.00
01/24/17	Parrish Jimmy D.	Review Dakota Plains Sand, LLC schedules.	0.60	324.00
01/24/17	Parrish Jimmy D.	Review Dakota Plains Transloading, LLC schedules.	0.60	324.00
01/30/17	Lane Deanna L	Preparing Notice of Change of Address of Creditors	0.30	78.00

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Date	Name	Description	Hours	Amount
		Total	4.60	2,288.00

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Dakota Plains Holdings, Inc.
294 Grove Ln E
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Invoice Date: 06/29/17
Invoice Number: 50394934
B&H File Number: 10659/098445/000009
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Schedules

For professional services rendered from February 1, 2017 through February 28, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 156.00

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B&H File Number: 10659/098445/000009
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Schedules

For professional services rendered from February 1, 2017 through February 28, 2017

Fees	\$	156.00
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BALANCE FOR THIS INVOICE DUE BY 07/29/17	\$	156.00
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Baker&Hostetler LLP

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<i>Houston</i>	<i>Los Angeles</i>	<i>New York</i>	<i>Orlando</i>	<i>Philadelphia</i>	<i>Seattle</i>	<i>Washington, DC</i>

Regarding: Schedules

Matter Number: 098445.000009

Name	Hours	Rate	Amount
Lane Deanna L	0.60	\$ 260.00	\$ 156.00
Total	0.60		\$ 156.00

Date	Name	Description	Hours	Amount
02/07/17	Lane Deanna L	Receipt of Mr. Rose's email inquiring if the EPA was listed as a creditor or notice party; reviewed all 7 sets of schedules to determine that the EPA was listed as a creditor on the Dakota Petroleum Transport Solutions schedules	0.30	78.00
02/13/17	Lane Deanna L	Discussion with Mr. Parrish regarding returned mail for Pelican Gathering Systems LLC and need to serve same; receipt of alternate address information for same from Mr. Beskow; sent same to Ms. Jones to upload new mailing address to court mailing matrix	0.30	78.00
	Total		0.60	156.00

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294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394913
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Cash Collateral

For professional services rendered from December 1, 2016 through December 31, 2016

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 1,428.50

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Invoice Number: 50394913
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Cash Collateral

For professional services rendered from December 1, 2016 through December 31, 2016

Fees \$ 1,428.50

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 1,428.50

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: Cash Collateral

Matter Number: 098445.000010

Name	Hours	Rate	Amount
Green Elizabeth A.	0.30	\$ 625.00	\$ 187.50
Rose Jorian L.	1.70	730.00	1,241.00
Total	2.00		\$ 1,428.50

Date	Name	Description	Hours	Amount
12/20/16	Rose Jorian L.	Telephone calls to Mr. Beskow and Mr. Claypool regarding cash needs.	0.70	511.00
12/22/16	Rose Jorian L.	Emails and telephone call to Mr. Beskow regarding cash collateral issues.	0.40	292.00
12/23/16	Rose Jorian L.	Emails and telephone calls to Mr. Beskow regarding cash issues.	0.60	438.00
12/28/16	Green Elizabeth A.	Telephone call with Marty Beskow regarding budget.	0.30	187.50
	Total		2.00	1,428.50

Baker & Hostetler LLP

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394924
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Cash Collateral

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 5,356.00

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Invoice No: 50394924

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

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P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50394924

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394924
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Cash Collateral

For professional services rendered from January 1, 2017 through January 31, 2017

Fees \$ **5,356.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **5,356.00**

Baker&Hostetler LLP

Atlanta *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: Cash Collateral

Matter Number: 098445.000010

Name	Hours	Rate	Amount
Green Elizabeth A.	5.00	\$ 650.00	\$ 3,250.00
Parrish Jimmy D.	3.90	540.00	2,106.00
Total	8.90		\$ 5,356.00

Date	Name	Description	Hours	Amount
01/03/17	Parrish Jimmy D.	Review budget and cash collateral adequate protection.	1.30	702.00
01/12/17	Green Elizabeth A.	Review issues regarding budget for hearing.	0.60	390.00
01/12/17	Parrish Jimmy D.	REview outstanding budget issues.	0.60	324.00
01/13/17	Green Elizabeth A.	Review issues regarding DIP budget line items.	0.60	390.00
01/13/17	Green Elizabeth A.	Additional budget review with Marty Beskow.	0.40	260.00
01/13/17	Green Elizabeth A.	Review budget with Marty Beskow for DIP.	0.80	520.00
01/13/17	Green Elizabeth A.	Telephone call with Alan Pope regarding budget.	0.30	195.00
01/13/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding budget revisions.	0.60	324.00
01/13/17	Parrish Jimmy D.	Review and revise budget.	0.70	378.00
01/16/17	Green Elizabeth A.	Meeting with Marty Beskow regarding budgets for DIP.	0.80	520.00
01/20/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding cash collateral variance analysis.	0.10	54.00
01/25/17	Green Elizabeth A.	Review cash flow analysis to determine	0.80	520.00

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Date	Name	Description	Hours	Amount
		holdbacks.		
01/25/17	Parrish Jimmy D.	Review issues regarding budget and timing of closing.	0.30	162.00
01/25/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding budget and closing issues.	0.30	162.00
01/30/17	Green Elizabeth A.	Review timing of closing cash flow issues.	0.70	455.00
Total			8.90	5,356.00

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Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394935
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Cash Collateral

For professional services rendered from February 1, 2017 through February 28, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 10,092.00

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Invoice Date: 06/29/17
Invoice Number: 50394935
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Cash Collateral

For professional services rendered from February 1, 2017 through February 28, 2017

Fees \$ 10,092.00

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 10,092.00

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: Cash Collateral

Matter Number: 098445.000010

Name	Hours	Rate	Amount
Goodman Eric R	10.00	\$ 530.00	\$ 5,300.00
Green Elizabeth A.	0.90	650.00	585.00
Parrish Jimmy D.	0.80	540.00	432.00
Rose Jorian L.	5.00	755.00	3,775.00
Total	16.70		\$ 10,092.00

Date	Name	Description	Hours	Amount
02/07/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding budget v. actuals.	0.10	54.00
02/13/17	Rose Jorian L.	Telephone conference with Messrs. Beskow and Claypool regarding cash collateral budget.	0.80	604.00
02/20/17	Goodman Eric R	Draft email to SunTrust regarding cash collateral motion.	0.30	159.00
02/20/17	Goodman Eric R	Draft and edit motion to approve amended budget and authorize continued use of cash collateral.	2.60	1,378.00
02/20/17	Goodman Eric R	Communications with Mr. Rose regarding cash collateral motion.	0.20	106.00
02/20/17	Goodman Eric R	Review Mr. Rose's comments to cash collateral motion and revise cash collateral motion regarding the same.	0.20	106.00
02/20/17	Green Elizabeth A.	Review and revise budget.	0.50	325.00
02/20/17	Parrish Jimmy D.	Review issues regarding post-closing cash collateral needs.	0.40	216.00
02/20/17	Parrish Jimmy D.	Talk with Mr. Pope regarding continued use of cash collateral post closing.	0.20	108.00

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Date	Name	Description	Hours	Amount
02/20/17	Rose Jorian L.	Email correspondence and telephone conferences with SunTrust counsel regarding budget review.	0.40	302.00
02/20/17	Rose Jorian L.	Review remaining budget prepared by Mr. Beskow.	0.80	604.00
02/21/17	Goodman Eric R	Review and analyze Final DIP Order, Sale Order and DIP Credit Agreement.	0.40	212.00
02/21/17	Goodman Eric R	Communications with Mr. Rose regarding cash collateral motion.	0.30	159.00
02/21/17	Goodman Eric R	Communications with counsel for SunTrust regarding cash collateral issues.	0.60	318.00
02/21/17	Goodman Eric R	Edit and revise cash collateral motion per comments from Mr. Rose and counsel for SunTrust.	2.20	1,166.00
02/21/17	Rose Jorian L.	Review revised cash collateral motion.	0.40	302.00
02/21/17	Rose Jorian L.	Review budget for wind down for charges.	0.60	453.00
02/21/17	Rose Jorian L.	Conference call with counsel for SunTrust regarding revised budget.	0.50	377.50
02/21/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding budget for wind down of case.	0.40	302.00
02/21/17	Rose Jorian L.	Telephone conferences to directors regarding status of cash collateral budget and wind down.	0.50	377.50
02/22/17	Goodman Eric R	Telephone call with Mr. Rose regarding board resolutions.	0.20	106.00
02/22/17	Goodman Eric R	Communications with Mr. Rose regarding cash collateral motion.	0.30	159.00
02/22/17	Goodman Eric R	Revise cash collateral motion per comments from SunTrust.	0.50	265.00
02/22/17	Goodman Eric R	Revise cash collateral motion per comments from Mr. Beskow.	0.50	265.00

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Date	Name	Description	Hours	Amount
02/22/17	Goodman Eric R	Communications with local counsel regarding cash collateral motion.	0.50	265.00
02/22/17	Goodman Eric R	Communications with Orlando office regarding service of cash collateral motion.	0.20	106.00
02/22/17	Goodman Eric R	Review revised budget.	0.20	106.00
02/22/17	Goodman Eric R	Finalize cash collateral motion.	0.80	424.00
02/22/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding variance report.	0.10	54.00
02/22/17	Rose Jorian L.	Review and revise cash collateral motion and budget.	0.60	453.00
02/23/17	Green Elizabeth A.	Review issues regarding budget.	0.40	260.00
Total			16.70	10,092.00

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Invoice Date: 06/29/17
Invoice Number: 50394949
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Cash Collateral

For professional services rendered from March 1, 2017 through March 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 3,993.00

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Firm Contact Information

Anissa Haynes
(215) 564-8909
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Invoice Date: 06/29/17
Invoice Number: 50394949
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Cash Collateral

For professional services rendered from March 1, 2017 through March 31, 2017

Fees \$ **3,993.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **3,993.00**

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Seattle

Denver
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Regarding: Cash Collateral

Matter Number: 098445.000010

Name	Hours	Rate	Amount
Green Elizabeth A.	0.80	\$ 650.00	\$ 520.00
Rose Jorian L.	4.60	755.00	3,473.00
Total	5.40		\$ 3,993.00

Date	Name	Description	Hours	Amount
03/06/17	Green Elizabeth A.	Review issues related to hearings on cash collateral and Canaccord.	0.40	260.00
03/06/17	Rose Jorian L.	Review revised weekly cash flow analysis and monthly analysis from Mr. Beskow.	0.80	604.00
03/06/17	Rose Jorian L.	Telephone conferences with Messrs. McGrath, Beskow and Ms. Lane regarding objections to hearing and orders on default.	0.60	453.00
03/06/17	Rose Jorian L.	Email correspondence and telephone conference with Board of Directors regarding wind down budget.	0.60	453.00
03/07/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding wind down budget and issues.	0.70	528.50
03/07/17	Rose Jorian L.	Review final cash collateral variance analysis from Mr. Beskow.	0.70	528.50
03/08/17	Green Elizabeth A.	Review cash issues.	0.40	260.00
03/16/17	Rose Jorian L.	Review variance analysis from Mr. Beskow.	0.70	528.50
03/29/17	Rose Jorian L.	Review cash collateral cash flow from Mr. Beskow.	0.50	377.50
	Total		5.40	3,993.00

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394957
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Cash Collateral

For professional services rendered from April 1, 2017 through April 30, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 1,359.00

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(215) 564-8909
ahaynes@bakerlaw.com

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Cleveland, OH 44190-0189

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294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394957
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Cash Collateral

For professional services rendered from April 1, 2017 through April 30, 2017

Fees	\$ 1,359.00
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BALANCE FOR THIS INVOICE DUE BY 07/29/17	\$ 1,359.00
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Atlanta *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: Cash Collateral

Matter Number: 098445.000010

Name	Hours	Rate	Amount
Rose Jorian L.	1.80	\$ 755.00	\$ 1,359.00
Total	1.80		\$ 1,359.00

Date	Name	Description	Hours	Amount
04/03/17	Rose Jorian L.	Review operating budget prepared by Mr. Beskow.	0.70	528.50
04/14/17	Rose Jorian L.	Review cash collateral budget and variance.	0.50	377.50
04/20/17	Rose Jorian L.	Review revised cash collateral budget from Mr. Beskow.	0.60	453.00
	Total		1.80	1,359.00

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294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394967
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Cash Collateral

For professional services rendered from May 1, 2017 through May 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 4,851.00

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Invoice Date: 06/29/17
Invoice Number: 50394967
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Cash Collateral

For professional services rendered from May 1, 2017 through May 31, 2017

Fees \$ **4,851.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **4,851.00**

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Atlanta *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: Cash Collateral

Matter Number: 098445.000010

Name	Hours	Rate	Amount
Green Elizabeth A.	0.30	\$ 650.00	\$ 195.00
Rose Jorian L.	3.60	755.00	2,718.00
Day James W.	3.40	570.00	1,938.00
Total	7.30		\$ 4,851.00

Date	Name	Description	Hours	Amount
05/12/17	Green Elizabeth A.	Review budget issues.	0.30	195.00
05/22/17	Rose Jorian L.	Review questions of Mr. Beskow regarding refund issues.	0.50	377.50
05/24/17	Rose Jorian L.	Review prior documents for issue relating to ownership of refund of proceeds.	0.60	453.00
05/24/17	Rose Jorian L.	Conference call with Mr. Beskow regarding cash collateral issues.	0.50	377.50
05/26/17	Rose Jorian L.	Telephone conferences with counsel for SunTrust and Mr. Beskow regarding revised budget.	0.60	453.00
05/31/17	Day James W.	Draft notice of amended budget; review of relevant orders and filings in case; calls with Messrs. Rose and McGrath regarding same.	3.40	1,938.00
05/31/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding budget issues and disclosure statement timing.	0.60	453.00
05/31/17	Rose Jorian L.	Review and revise cash collateral budget and notice.	0.80	604.00
	Total		7.30	4,851.00

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409530
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Cash Collateral**

For professional services rendered through June 30, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 5,628.40

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Invoice Date: 08/14/17
Invoice Number: 50409530
B&H File Number: 10659/098445/000010
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Cash Collateral

For professional services rendered through June 30, 2017

Fees	\$ 5,625.50
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Expenses and Other Charges

Electronic Court Fees (E112)	<u>2.90</u>
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Total Expenses	\$ 2.90
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BALANCE FOR THIS INVOICE DUE BY 09/13/17	\$ 5,628.40
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Atlanta *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*
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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
Invoice Number: 50409530
Matter Number: 098445.000010
Page 3

Regarding: Cash Collateral

Matter Number: 098445.000010

Name	Hours	Rate	Amount
Rose Jorian L.	7.30	\$ 755.00	\$ 5,511.50
Day James W.	0.20	570.00	114.00
Total	7.50		\$ 5,625.50

Date	Name	Description	Hours	Amount
06/01/17	Day James W.	Review and confirm filing of amended budget.	0.20	114.00
06/01/17	Rose Jorian L.	Review revised budget prepared by Mr. Beskow.	0.50	377.50
06/01/17	Rose Jorian L.	Email correspondence and telephone conferences with Mr. Beskow regarding cash collateral budget.	0.50	377.50
06/12/17	Rose Jorian L.	Email correspondence with Mr. Beskow regarding budget issues.	0.40	302.00
06/16/17	Rose Jorian L.	Review cash collateral analysis for Mr. Beskow.	0.50	377.50
06/16/17	Rose Jorian L.	Email correspondence and telephone conferences regarding Ally Financial to Messrs. Parrish and Beskow.	0.50	377.50
06/19/17	Rose Jorian L.	Review monthly operating report from Mr. Beskow.	0.40	302.00
06/21/17	Rose Jorian L.	Review operating report from Mr. Beskow.	0.50	377.50
06/23/17	Rose Jorian L.	Review cash flow projections and financials prepared by Mr. Beskow.	0.70	528.50
06/26/17	Rose Jorian L.	Email correspondence and telephone conferences with Mr. Beskow regarding post-sale expenses.	0.60	453.00

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Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
Invoice Number: 50409530
Matter Number: 098445.000010
Page 4

Date	Name	Description	Hours	Amount
06/27/17	Rose Jorian L.	Email correspondence with Ms. Jones and review post-confirmation requirements.	0.60	453.00
06/27/17	Rose Jorian L.	Telephone conferences with directors and counsel for SunTrust regarding post-confirmation budgeting.	0.80	604.00
06/27/17	Rose Jorian L.	Telephone conferences with Mr. Beskow regarding post-confirmation budget.	0.50	377.50
06/28/17	Rose Jorian L.	Email correspondence with counsel and Mr. Beskow regarding budgeting for cash collateral and review same.	0.80	604.00
Total			7.50	5,625.50

Expenses and Other Charges

06/30/17	PACER 98445.10	2.90
Subtotal - Electronic Court Fees (E112)		2.90
Total		\$ 2.90

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394914
B&H File Number: 10659/098445/000011
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Professionals

For professional services rendered from December 1, 2016 through December 31, 2016

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 5,249.50

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Invoice Date: 06/29/17
Invoice Number: 50394914
B&H File Number: 10659/098445/000011
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Professionals

For professional services rendered from December 1, 2016 through December 31, 2016

Fees \$ 5,249.50

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 5,249.50

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Goodman Eric R	4.40	\$ 505.00	\$ 2,222.00
Green Elizabeth A.	2.10	625.00	1,312.50
Layden Andrew V.	4.20	325.00	1,365.00
Lane Deanna L	1.40	250.00	350.00
Total	12.10	\$	5,249.50

Date	Name	Description	Hours	Amount
12/21/16	Goodman Eric R	Edit and finalize Canaccord application.	0.50	252.50
12/21/16	Goodman Eric R	Edit and finalize pro hac motions.	0.50	252.50
12/21/16	Goodman Eric R	Communications regarding Baker retention application and revise Baker application regarding the same.	0.60	303.00
12/21/16	Green Elizabeth A.	Review and revise application for employment.	0.80	500.00
12/21/16	Lane Deanna L	Preparing seven form declarations of compensation for Ms. Jones for local counsel to file with petitions	0.50	125.00
12/21/16	Layden Andrew V.	Review and redraft existing Application to Employ Baker Hostetler.	3.40	1,105.00
12/22/16	Goodman Eric R	Review and finalize retention application for Ravich Meyer and communications with Mr. Beskow regarding the same.	0.50	252.50
12/22/16	Goodman Eric R	Review and edit Baker retention application and communications with Ms. Green and Mr. Layden regarding the same.	1.00	505.00
12/22/16	Goodman Eric R	Edit and finalize pro hac motions for Mr. Goodman and Mr. Rose.	0.60	303.00

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Date	Name	Description	Hours	Amount
12/22/16	Goodman Eric R	Review Canaccord application and communications with Ms. Lane regarding service of the same.	0.40	202.00
12/22/16	Goodman Eric R	Review local rules regarding interim fee procedures.	0.30	151.50
12/22/16	Green Elizabeth A.	Review and revise retention application.	0.60	375.00
12/22/16	Lane Deanna L	Assisting with the revisions, finalization, securing of original signatures and filing of the Baker & Hostetler Retention Application	0.50	125.00
12/22/16	Layden Andrew V.	Review issues regarding Application to Employ Baker Hostetler and telephone call with Mr. Goodman regarding same.	0.80	260.00
12/23/16	Lane Deanna L	Preparing of local rule notice of appearance forms for Ms. Green and Mr. Parrish; sending same to Ms. Jones for filing	0.40	100.00
12/29/16	Green Elizabeth A.	Review issues regarding employee retention motion.	0.70	437.50
Total			12.10	5,249.50

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394925
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Regarding: Professionals

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 26,969.00

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Anissa Haynes
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Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Goodman Eric R	3.60	\$ 530.00	\$ 1,908.00
Green Elizabeth A.	5.40	650.00	3,510.00
Parrish Jimmy D.	10.80	540.00	5,832.00
Rose Jorian L.	5.20	755.00	3,926.00
Esmont Joseph M.	31.40	355.00	11,147.00
Layden Andrew V.	1.90	340.00	646.00
Total	58.30	\$	26,969.00

Date	Name	Description	Hours	Amount
01/03/17	Goodman Eric R	Draft and edit motion to approve employment applications.	1.80	954.00
01/03/17	Goodman Eric R	Review form of motion to approve employment applications.	0.30	159.00
01/05/17	Esmont Joseph M.	Confer with Mr. Beskow regarding ordinary course professionals.	0.50	177.50
01/05/17	Rose Jorian L.	Telephone conferences with Canaccord and Mr. McGrath regarding retention questions.	0.40	302.00
01/06/17	Goodman Eric R	Telephone call with Ms. Green regarding retention issues and case status.	0.20	106.00
01/06/17	Goodman Eric R	Review email from Mr. Beskow regarding ordinary course professionals.	0.10	53.00
01/06/17	Goodman Eric R	Review Minnesota chapter 11 dockets for ordinary course professional motions and orders.	0.50	265.00
01/06/17	Goodman Eric R	Communications with Mr. Esmont regarding motion to approve procedures to retain ordinary course professionals.	0.30	159.00

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Date	Name	Description	Hours	Amount
01/06/17	Goodman Eric R	Draft email to Mr. McGrath regarding retention of ordinary course professionals.	0.30	159.00
01/09/17	Esmont Joseph M.	Draft ordinary course professionals motion.	2.20	781.00
01/09/17	Green Elizabeth A.	Outline response to U.S. Trustee objection.	0.60	390.00
01/09/17	Green Elizabeth A.	Review U.S. Trustee's objections to Applications to Employ Baker Hostetler and Canaccord.	0.50	325.00
01/09/17	Green Elizabeth A.	Review professionals to be employed.	0.20	130.00
01/10/17	Esmont Joseph M.	Confer with Mr. Beskow regarding motions for individual ordinary course professionals.	1.00	355.00
01/10/17	Green Elizabeth A.	Review objections to Applications to Employ Baker Hostetler and Canaccord regarding hearing on the 17th.	0.80	520.00
01/10/17	Green Elizabeth A.	Review issues regarding Jim Thornton application and securities issues.	0.80	520.00
01/10/17	Green Elizabeth A.	Review issues regarding ordinary course professionals.	0.60	390.00
01/10/17	Layden Andrew V.	Review issues regarding necessary applications and motions to employ professionals and draft email with similar applications and motions and notes regarding same to Mr. Esmont for use in case.	1.90	646.00
01/11/17	Esmont Joseph M.	Confer with ordinary course professionals regarding their respective motions.	1.00	355.00
01/11/17	Esmont Joseph M.	Draft ordinary course professionals motion for Whitley Penn.	2.80	994.00
01/11/17	Esmont Joseph M.	Draft ordinary course professionals motion for Thornton.	3.40	1,207.00
01/11/17	Esmont Joseph M.	Draft ordinary course professionals motions for Carlson.	2.10	745.50
01/12/17	Esmont Joseph M.	Call with Mr. Richard regarding objection to	1.00	355.00

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Date	Name	Description	Hours	Amount
		Canaccord retention.		
01/12/17	Esmont Joseph M.	Review US Trustee's objection to Canaccord's retention.	0.60	213.00
01/12/17	Esmont Joseph M.	Outline response to US Trustee's objection to Canaccord.	1.00	355.00
01/12/17	Rose Jorian L.	Telephone conferences with Canaccord regarding retention issues and telephone conferences with Mr. McGrath regarding same.	0.60	453.00
01/13/17	Esmont Joseph M.	Draft response to Trustee's objection to motion to employ professionals.	2.30	816.50
01/13/17	Esmont Joseph M.	Finalize ordinary course motions per comments of Baker team.	0.50	177.50
01/13/17	Esmont Joseph M.	Confer with Thornton regarding retention.	0.30	106.50
01/13/17	Esmont Joseph M.	Confer with Whitley Penn regarding ordinary course retention.	1.00	355.00
01/13/17	Esmont Joseph M.	Confer with Carlson regarding ordinary course retention.	0.80	284.00
01/13/17	Goodman Eric R	Communications with Mr. Esmont regarding Canaccord retention application.	0.10	53.00
01/13/17	Parrish Jimmy D.	Review Canaccord application to employ.	1.00	540.00
01/13/17	Parrish Jimmy D.	Review Richards declaration in support of Canaccord retention.	0.50	270.00
01/13/17	Parrish Jimmy D.	Review Canaccord retention agreement and amendments.	0.70	378.00
01/13/17	Parrish Jimmy D.	Review UST objection to Canaccord retention.	0.50	270.00
01/14/17	Esmont Joseph M.	Finalize draft response to US Trustee's objection regarding employment of professionals.	3.00	1,065.00
01/15/17	Rose Jorian L.	Review and revise reply in support of Canaccord professional retention and	0.90	679.50

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Date	Name	Description	Hours	Amount
		others		
01/16/17	Esmont Joseph M.	Revise responses to US Trustee objections to reflect commentary from Canaccord and Baker.	2.50	887.50
01/16/17	Parrish Jimmy D.	Review evidence for Canaccord application.	1.10	594.00
01/16/17	Parrish Jimmy D.	Review Canaccord application and UST objection.	1.20	648.00
01/16/17	Rose Jorian L.	Draft direct testimony for Mr. Geoff Richards for fee issues and US Trustee objection.	1.60	1,208.00
01/17/17	Esmont Joseph M.	Revise motions to retain ordinary course professionals.	1.50	532.50
01/17/17	Esmont Joseph M.	Confer with Ms. Jones regarding Canaccord retention order.	0.30	106.50
01/17/17	Esmont Joseph M.	Confer with Mr. Kray regarding retention of Carlson advisors.	0.30	106.50
01/17/17	Esmont Joseph M.	Confer with Mr. Rose and Ms. Green regarding retention of ordinary course professionals.	0.50	177.50
01/17/17	Green Elizabeth A.	Review applications for employment of accountants.	0.20	130.00
01/17/17	Green Elizabeth A.	Review and revise orders on retention of Baker Hostetler.	0.20	130.00
01/17/17	Parrish Jimmy D.	Prepare for hearing on Canaccord application.	1.20	648.00
01/17/17	Parrish Jimmy D.	Meet with Mr. Richards regarding testimony for Canaccord application.	0.50	270.00
01/18/17	Esmont Joseph M.	Edit retention application of ordinary course professionals per final comments from team and gather signed declarations.	2.30	816.50
01/18/17	Rose Jorian L.	Review retention agreement for Whitely Penn, Carlson and Mr. Thornton.	1.70	1,283.50

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Date	Name	Description	Hours	Amount
01/23/17	Esmont Joseph M.	Confer with Whitley Penn, Carlson Advisors, and Mr. Thornton regarding bill preparation.	0.50	177.50
01/24/17	Green Elizabeth A.	Review issues and disclosure.	0.50	325.00
01/24/17	Parrish Jimmy D.	Talk with Mr. McGrath regarding professional retention orders.	0.20	108.00
01/24/17	Parrish Jimmy D.	Review issues regarding retention order revisions.	0.70	378.00
01/24/17	Parrish Jimmy D.	Talk with Mr. Fadlovich regarding outstanding professional retention orders.	0.30	162.00
01/25/17	Green Elizabeth A.	Review issues regarding orders on professional applications.	0.60	390.00
01/25/17	Parrish Jimmy D.	Talk with Mr. Fadlovich regarding retention orders.	0.10	54.00
01/25/17	Parrish Jimmy D.	Talk with Mr. McGrath regarding professional retention orders.	0.10	54.00
01/25/17	Parrish Jimmy D.	Review issues regarding Baker Hostetler retention.	0.30	162.00
01/25/17	Parrish Jimmy D.	Review issues regarding Ravich Meyer retention.	0.20	108.00
01/25/17	Parrish Jimmy D.	Review issues regarding Thornton retention.	0.20	108.00
01/25/17	Parrish Jimmy D.	Review issues regarding Carlson Advisors retention.	0.20	108.00
01/25/17	Parrish Jimmy D.	Review issues regarding Whitley Penn retention.	0.20	108.00
01/26/17	Green Elizabeth A.	Review issues regarding retention orders and escrow.	0.40	260.00
01/26/17	Parrish Jimmy D.	Review and revise Baker Hostetler retention order.	0.30	162.00
01/26/17	Parrish Jimmy D.	Talk with Mr. Fadlovich regarding	0.30	162.00

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Date	Name	Description	Hours	Amount
		professional retention orders.		
01/27/17	Parrish Jimmy D.	Review and revise Carlson retention order.	0.30	162.00
01/27/17	Parrish Jimmy D.	Review and revise Whitley Penn retention order.	0.30	162.00
01/27/17	Parrish Jimmy D.	Review and revise Thornton retention order.	0.40	216.00
Total			58.30	26,969.00

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Regarding: Professionals

For professional services rendered from February 1, 2017 through February 28, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 6,786.00

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Regarding: Professionals

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Fees \$ 6,786.00

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Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Goodman Eric R	0.50	\$ 530.00	\$ 265.00
Green Elizabeth A.	1.80	650.00	1,170.00
Parrish Jimmy D.	0.70	540.00	378.00
Rose Jorian L.	5.60	755.00	4,228.00
Esmont Joseph M.	1.00	355.00	355.00
Lane Deanna L	1.50	260.00	390.00
Total	11.10	\$	6,786.00

Date	Name	Description	Hours	Amount
02/01/17	Green Elizabeth A.	Review email regarding Canaccord termination from Marty Beskow.	0.10	65.00
02/01/17	Green Elizabeth A.	Review and revise billing statements.	0.70	455.00
02/01/17	Rose Jorian L.	Per request of Dakota Plains management, draft letter to Canaccord regarding monthly fee termination.	1.60	1,208.00
02/05/17	Green Elizabeth A.	Emails with Jeff Richards regarding fees.	0.20	130.00
02/05/17	Green Elizabeth A.	Review issues regarding Canaccord fees and fee application.	0.60	390.00
02/06/17	Green Elizabeth A.	Emails to Geoff Richards regarding end of services and application process.	0.20	130.00
02/06/17	Parrish Jimmy D.	Review issues regarding Canaccord fee application and hearing.	0.50	270.00
02/06/17	Parrish Jimmy D.	Talk with Mr. Richards regarding Canaccord application.	0.10	54.00
02/06/17	Rose Jorian L.	Email correspondence and telephone conferences with directors, Management and Canaccord regarding fee issues.	1.20	906.00

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Date	Name	Description	Hours	Amount
02/07/17	Rose Jorian L.	Telephone conferences with Canaccord regarding fee application issues.	0.50	377.50
02/08/17	Parrish Jimmy D.	Talk with Mr. Ballestreri regarding Canaccord application.	0.10	54.00
02/09/17	Goodman Eric R	Review Canaccord fee application and telephone call to Mr. Rose regarding the same.	0.20	106.00
02/09/17	Rose Jorian L.	Review and revise final fee application of Canaccord Genuity.	1.40	1,057.00
02/10/17	Goodman Eric R	Communications with Mr. Rose regarding Canaccord application and related matters.	0.30	159.00
02/10/17	Rose Jorian L.	Telephone conferences with Messrs. Richards, McGrath and Ms. Lane regarding timing of Canaccord fee application.	0.60	453.00
02/10/17	Rose Jorian L.	Telephone conferences with Mr. Pope regarding Canaccord final fee application.	0.30	226.50
02/13/17	Esmont Joseph M.	Draft notice regarding Canaccord fee application.	1.00	355.00
02/13/17	Lane Deanna L	Assisting with the editing, revising, filing and serving of Canaccord's final fee application; drafting Notice of Canaccord's final fee application; serving Notice to all creditors	1.50	390.00
Total			11.10	6,786.00

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Regarding: Professionals

For professional services rendered from March 1, 2017 through March 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 6,227.00

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Regarding: Professionals

For professional services rendered from March 1, 2017 through March 31, 2017

Fees \$ **6,227.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **6,227.00**

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Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Rose Jorian L.	5.50	\$ 755.00	\$ 4,152.50
Esmont Joseph M.	3.50	355.00	1,242.50
Lane Deanna L	3.20	260.00	832.00
Total	12.20	\$	6,227.00

Date	Name	Description	Hours	Amount
03/01/17	Lane Deanna L	Initial drafting of B&H First Interim Fee Application, Summary Sheet, Notice, Proposed Order; discussion with Mr. Rose regarding the status of December and January proformas	3.00	780.00
03/05/17	Esmont Joseph M.	Confer with Mr. Rose regarding payments to accountants.	0.50	177.50
03/06/17	Rose Jorian L.	Email correspondence and telephone conferences with Mr. Esmont regarding Carlson retention and fee application.	0.50	377.50
03/06/17	Rose Jorian L.	Telephone conferences and email correspondence with Canaccord regarding hearing for final fee application.	0.50	377.50
03/07/17	Rose Jorian L.	Email correspondence and telephone conferences with Messrs. McGrath and Richards regarding fee application hearing.	0.40	302.00
03/08/17	Esmont Joseph M.	Inquire with local counsel regarding orders and fee applications for accounting firms.	0.60	213.00
03/09/17	Rose Jorian L.	Telephone conferences with Messrs. Beskow and Esmont regarding professional fee applications for financial professionals.	0.60	453.00
03/09/17	Rose Jorian L.	Review and revise fee application for Baker Hostetler.	1.60	1,208.00

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Date	Name	Description	Hours	Amount
03/10/17	Lane Deanna L	Sending Mr. Rose the initial draft of B&H First Interim Fee Application and related documents	0.20	52.00
03/10/17	Rose Jorian L.	Review and revise fee application for Baker Hostetler.	0.90	679.50
03/10/17	Rose Jorian L.	Email correspondence and telephone conferences with Mr. Beskow regarding fee issues for Carlson, Whitley Penn & Thornton.	0.60	453.00
03/17/17	Rose Jorian L.	Telephone conferences with Mr. Beskow and professionals regarding invoices for payment.	0.40	302.00
03/18/17	Esmont Joseph M.	Confer with Mr. Beskow regarding 2017 fee applications for accountants.	0.20	71.00
03/29/17	Esmont Joseph M.	Review accountant invoices and prepare fee applications.	2.20	781.00
Total			12.20	6,227.00

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Regarding: Professionals

For professional services rendered from April 1, 2017 through April 30, 2017

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Regarding: Professionals

For professional services rendered from April 1, 2017 through April 30, 2017

Fees \$ **1,668.50**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **1,668.50**

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Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Esmont Joseph M.	4.70	\$ 355.00	\$ 1,668.50
Total	4.70		\$ 1,668.50

Date	Name	Description	Hours	Amount
04/03/17	Esmont Joseph M.	Edit fee applications for Carlson.	0.30	106.50
04/04/17	Esmont Joseph M.	Draft fee applications for ordinary course professionals.	1.50	532.50
04/14/17	Esmont Joseph M.	Prepare fee application for Carlson Advisors.	1.40	497.00
04/20/17	Esmont Joseph M.	Attention to matters related to the budget and ordinary course professionals.	1.50	532.50
	Total		4.70	1,668.50

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Regarding: Professionals

For professional services rendered from May 1, 2017 through May 31, 2017

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Regarding: Professionals

For professional services rendered from May 1, 2017 through May 31, 2017

Fees \$ 490.50

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 490.50

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Name	Hours	Rate	Amount
Green Elizabeth A.	0.70	\$ 650.00	\$ 455.00
Esmont Joseph M.	0.10	355.00	35.50
Total	0.80		\$ 490.50

Date	Name	Description	Hours	Amount
05/02/17	Esmont Joseph M.	Update Thornton and Carlson fee application drafts.	0.10	35.50
05/12/17	Green Elizabeth A.	Review issues related to professional fee applications.	0.70	455.00
	Total		0.80	490.50

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Regarding: Professionals

For professional services rendered through June 30, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 4,782.50

Remittance Copy

Please include this page with payment

Invoice No: 50409526

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
50409526

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409526
B&H File Number: 10659/098445/000011
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Professionals

For professional services rendered through June 30, 2017

Fees \$ 4,782.50

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 4,782.50

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Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
Invoice Number: 50409526
Matter Number: 098445.000011
Page 3

Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Green Elizabeth A.	6.00	\$ 650.00	\$ 3,900.00
Rose Jorian L.	1.10	755.00	830.50
Lane Deanna L	0.20	260.00	52.00
Total	7.30	\$	4,782.50

Date	Name	Description	Hours	Amount
06/05/17	Green Elizabeth A.	Review billings regarding fee application preparation.	1.50	975.00
06/06/17	Green Elizabeth A.	Revise billings for fee application.	0.90	585.00
06/06/17	Green Elizabeth A.	Review December billings through April and begin preparation for fee application. .	3.60	2,340.00
06/21/17	Lane Deanna L	Correspondence and phone call with Mr. Esmont regarding Final Fee Applications for hired professionals	0.20	52.00
06/26/17	Rose Jorian L.	Email correspondence with Ms. Lane regarding fee applications.	0.50	377.50
06/28/17	Rose Jorian L.	Email correspondence with counsel for debtor and others regarding final fee application and retention issues.	0.60	453.00
	Total		7.30	4,782.50

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Page 1

Regarding: Professionals

For professional services rendered from July 1, 2017 through July 31, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 4,398.50

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Page 2

Regarding: Professionals

For professional services rendered from July 1, 2017 through July 31, 2017

Fees \$ 4,398.50

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 4,398.50

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Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
Invoice Number: 50409534
Matter Number: 098445.000011
Page 3

Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Green Elizabeth A.	2.70	\$ 650.00	\$ 1,755.00
Rose Jorian L.	0.50	755.00	377.50
Layden Andrew V.	4.60	340.00	1,564.00
Lane Deanna L	2.70	260.00	702.00
Total	10.50		\$ 4,398.50

Date	Name	Description	Hours	Amount
07/07/17	Lane Deanna L	Requesting Firmwide Accounting to prepare a spreadsheet of fees, costs, hours, rates from December 20, 2016 - May 31, 2017 in order to prepare final fee application for B&H	0.20	52.00
07/07/17	Rose Jorian L.	Email correspondence with Ms. Jones and Ms. Green regarding fee application hearing.	0.50	377.50
07/12/17	Lane Deanna L	Updating fee application to include hours, rates, billing attorneys and expenses from petition date through May 31, 2017	2.50	650.00
07/14/17	Layden Andrew V.	Revise and finalize fee applications for Carlson and Thorton.	1.40	476.00
07/14/17	Layden Andrew V.	Review issues regarding and draft fee application for Whitley Penn.	1.20	408.00
07/14/17	Layden Andrew V.	Telephone call with Mr. Beskow regarding status of fee applications and review correspondence from Mr. Esmont regarding same.	0.80	272.00
07/17/17	Green Elizabeth A.	Review issues for fee application.	0.30	195.00
07/19/17	Layden Andrew V.	Revise fee applications for Carlson,	1.20	408.00

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
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Matter Number: 098445.000011
Page 4

Date	Name	Description	Hours	Amount
		Thorton and Whitley Penn to incorporate additional changes suggested by local counsel and circulate.		
07/20/17	Green Elizabeth A.	Review and outline fee application.	1.20	780.00
07/24/17	Green Elizabeth A.	Review and revise fee application and review time related thereto.	1.20	780.00
		Total	10.50	4,398.50

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Invoice Date: 08/14/17
Invoice Number: 50410040
B&H File Number: 10659/098445/000011
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Professionals

For professional services rendered through August 13, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 8,805.50

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Anissa Haynes
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ahaynes@bakerlaw.com

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Invoice Date: 08/14/17
Invoice Number: 50410040
B&H File Number: 10659/098445/000011
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Professionals

For professional services rendered through August 13, 2017

Fees \$ 8,805.50

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 8,805.50

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Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50410040
 Matter Number: 098445.000011
 Page 3

Regarding: Professionals

Matter Number: 098445.000011

Name	Hours	Rate	Amount
Green Elizabeth A.	8.80	\$ 650.00	\$ 5,720.00
Rose Jorian L.	0.90	755.00	679.50
Layden Andrew V.	4.40	340.00	1,496.00
Lane Deanna L	3.50	260.00	910.00
Total	17.60		\$ 8,805.50

Date	Name	Description	Hours	Amount
08/04/17	Rose Jorian L.	Review and revise final fee application	0.90	679.50
08/09/17	Green Elizabeth A.	Review draft bills for 2016 for fee application.	1.10	715.00
08/10/17	Green Elizabeth A.	Review draft of fee application.	0.50	325.00
08/10/17	Layden Andrew V.	Circulate Carlson application to employ and fee application to Debtors and others for verification and signature.	0.20	68.00
08/10/17	Layden Andrew V.	Draft Carlson fee application related to flat fee engagement.	1.10	374.00
08/10/17	Layden Andrew V.	Draft application to employ Carlson for Tax Services.	1.40	476.00
08/10/17	Layden Andrew V.	Review issues regarding retention of Carlson advisors.	1.10	374.00
08/11/17	Green Elizabeth A.	Review and revise proformas for fee application.	1.70	1,105.00
08/11/17	Layden Andrew V.	Redraft portions of Baker Hostetler's Application for Compensation to identify work by matter.	0.60	204.00
08/13/17	Green Elizabeth A.	Review and revise fee application	5.50	3,575.00

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Invoice Date: 08/14/17
Invoice Number: 50410040
Matter Number: 098445.000011
Page 4

Date	Name	Description	Hours	Amount
		descriptions and review billings to match descriptions.		
08/13/17	Lane Deanna L	Recalculating final fee application to add June, July and August 1-13 time and costs; finalizing same	3.50	910.00
		Total	17.60	8,805.50

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